

**DEPARTMENT OF PUBLIC SERVICE REGULATION
BEFORE THE PUBLIC SERVICE COMMISSION OF
THE STATE OF MONTANA**

IN THE MATTER OF Joint Application of
Liberty Utilities Co., Liberty WWH, Inc.,
Western Water Holdings, LLC, and
Mountain Water Company for Approval
of a Sale and Transfer of Stock.

REGULATORY DIVISION
DOCKET NO. D2014.12.99

**CITY OF MISSOULA'S RENEWED MOTION
FOR ALGONQUIN POWER & UTILITIES CORPORATION.
TO APPEAR IN THESE PROCEEDINGS**

Pursuant to Rule 38.2.1501, the City of Missoula moves the Public Service Commission of Montana to order Algonquin Power & Utilities Corporation to appear as an applicant in this docket. This renewed motion incorporates the prior motion by the Clark Fork Coalition on this subject and adds additional evidence obtained through discovery. Algonquin should be a part of this proceeding because Algonquin is the decision-maker on its side of the proposed sale, not Liberty America or any other Liberty subsidiary. The ratepayers of Missoula deserve to have the actual corporate entity responsible for decision-making and the individuals who run that entity available for testimony and to be a part of this proceeding.

I. David Pasieka’s affidavit demonstrates Algonquin is Liberty America’s ultimate decision-maker.

Liberty America filed a motion for a protective order on June 10, 2015. The motion was supported by an affidavit from David Pasieka, attesting to the allegedly confidential nature of the information that had been requested by the PSC, the City, and the MCC (i.e. data requests PSC-033(b), CITY-031, and MCC-10). That affidavit shows that any actions Liberty America has taken as part of this proposed sale have been for or at the request of Algonquin, the ultimate decision-maker.

Mr. Pasieka offered his affidavit as President of Liberty Utilities (Canada) Corp. (“Liberty Canada”). Liberty Canada wholly owns the stock of Liberty America and is wholly owned by Algonquin. Mr. Pasieka purports to speak for both Liberty America and Algonquin, having “personal knowledge regarding the investments Liberty, its affiliates and its parent Algonquin Power & Utilities, Co. have made . . .” (Pasieka Aff. ¶ 3 (June 10, 2015)). Mr. Pasieka also asserts he has personal knowledge of both the boards of Liberty America and Algonquin and their “confidential” discussions. (Pasieka Aff. ¶¶ 18–19.) Further, Algonquin’s website names Mr. Pasieka as a member of Algonquin “management” who “joined Algonquin Power & Utilities Corp. as President of Liberty Utilities in 2010.” Management and Directors, Algonquin Power & Utilities Corp, <http://investors.algonquinpower.com/od.aspx?iid=4142273> (accessed June 11, 2015). Mr. Pasieka is considered so central to Algonquin’s management that his salary is publicly reported as required by Canadian authorities in Algonquin’s public filings; Mr. Pasieka earned total compensation of over \$624,000 in 2014 alone. *See*

Algonquin Management Information Circular, SEDAR filing, <http://www.sedar.com/DisplayCompanyDocuments.do?lang=EN&issuerNo=00014832> (accessed June 11, 2015).

Finally, Mr. Pasieka works at the Algonquin headquarters. The address given in his recent affidavit is the same as Algonquin's: Both are located at 345 Davis Road, Oakville, ON L6J 2X1. (Pasieka Aff. ¶ 1); Contact Us, Algonquin Power & Utilities Corp., <http://algonquinpower.com/contact-us/> (accessed June 11, 2015).

Liberty America would have the PSC believe that it makes its own decisions – that it exists separately from Liberty Canada and Algonquin. Even if it is true on paper, it is not true in practice. Pasieka's affidavit shows that the management of Liberty America, Liberty Canada, and Algonquin are one and of the same. Any actions taken by Liberty America are taken at the direction and subject to the approval of Algonquin.

Mr. Pasieka is not the only exemplar of this unity of leadership. Ian Robertson, the CEO and a Director of Algonquin sits on dozens of subsidiary boards across the United States and Canada, including that of Liberty Canada (as a Director). Mr. Robertson is either a director, CEO, or President of at least 40 Algonquin subsidiaries across the United States. (See Exhibit A, Affidavit of Tyler Stockton.) Many other executives such as David Bronicheski (Algonquin CFO) and Chris Jarratt (Algonquin Vice-Chair) also sit on many subsidiary boards as well. *Id.*

There is no functional difference whatsoever (except, perhaps, fictionally on paper) between Liberty America, Liberty Canada, Liberty WWH, or Algonquin. With no difference in management, there is no difference in corporate authority. The same people who make the decision at the top, sit on the boards below, and Algonquin makes

the decisions for Liberty Canada and Liberty America. The PSC should join Algonquin in these proceedings because Algonquin is making Liberty America's decisions.

II. The documents that Liberty America and Liberty WWH identify in their supplemental responses show that Algonquin makes all major corporate decisions.

Liberty America and Liberty WWH's recent supplemental responses¹ to the City, MCC, and the PSC's data requests – PSC-033(b), CITY-031, and MCC-010 – demonstrate that Algonquin, not Liberty America, made the decision to purchase Park Water. CITY-031(a) requested “board meeting minutes and /or records for [Algonquin and Liberty]” that discuss the instant decision to purchase Park Water. The only responsive documents that Liberty America and Liberty WWH identify are: (1) excerpts from the Algonquin board minutes on August 14, 2014; September 4, 2014; and September 15, 2014; and (2) a Liberty America board resolution on September 15, 2014.

This answer is revealing. According to Liberty America, Algonquin was the *only* entity who had actual, meaningful discussions regarding the potential purchase of Park Water. Algonquin's board met at least three separate times to discuss the purchase. The same day Algonquin apparently approved its bid, Liberty America adopted a board resolution authorizing the purchase with no record of an actual meeting. It was simply doing what Algonquin directed it to do. There was no conversation, no board minutes, no presentations, etc. at the Liberty America level. Everything happened at Algonquin's level.

¹ Liberty America and Liberty WWH did not actually provide any responsive documents. Instead, they stated they would provide view-only access to the documents they identify if the City signs their custom non-disclosure agreement. The City opposes the PSC's adoption of that non-disclosure and will be filing a brief to that effect.

This same pattern is evident in Liberty America and Liberty WWH's supplemental responses to PSC-033 and MCC-010. In PSC-033, the PSC requested "financial analysis that was done in conjunction with Algonquin's/Liberty's due diligence"; MCC-010 requested similar information. For both responses, Liberty America states the only documents that are responsive are: (1) Liberty America's financial workbook; (2) a PowerPoint given to the Algonquin board; (3) due diligence compiled by Algonquin's general counsel's office; and (4) a September 15, 2014 PowerPoint for the Algonquin board. The only responsive material Liberty America has is an Excel spreadsheet. Every other piece of material used to make the decision to purchase Park Water was made by Algonquin or presented to Algonquin's board. All Liberty America did was gather information for Algonquin so that Algonquin could make the decision.

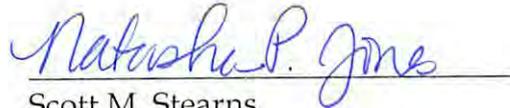
Liberty America has not provided any evidence that it did anything other than a financial analysis for Algonquin and adopt a board resolution after Algonquin made the decision to make a bid for Park Water. All decision-making was done exclusively by Algonquin. Liberty America simply followed through on Algonquin's orders.

CONCLUSION

Liberty America and Liberty WWH's responses to the data requests in this case continue to show that any actions they took were done for or at the direction of Algonquin. Algonquin – not Liberty America and Liberty WWH – has been driving the proposed purchase of Park Water. The PSC should treat these entities as they function

and require participation of the actual entity that proposes to own, operate, and provide water to the people of Missoula: Algonquin Power & Utilities Corporation.

Dated this 15th day of June 2015.



Scott M. Stearns
Natasha Prinzing Jones
BOONE KARLBERG P.C

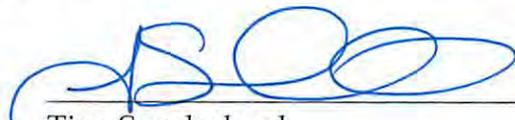
Jim Nugent
City of Missoula
CITY ATTORNEY'S OFFICE

Attorneys for the City of Missoula

CERTIFICATE OF SERVICE

This is to certify that the foregoing was duly served by mail and email upon the following counsel of record at their addresses this 15th day of June 2015:

| | |
|--|---|
| Thorvald A. Nelson Nikolas S. Stoffel Holland & Hart LLP 6380 South Fiddlers Green Circle Suite 500 Greenwood Village, CO 80111 tnelson@hollandhart.com nsstoffel@hollandhart.com cakennedy@hollandhart.com aclee@hollandhart.com | Michael Green Gregory F. Dorrington CROWLEY FLECK PLLP 100 North Park, Suite 300 P.O. Box 797 Helena, MT 59624-0797 mgreen@crowleyfleck.com gdorrington@crowleyfleck.com cuda@crowleyfleck.com jtolan@crowleyfleck.com |
| Robert Nelson Monica Tranel Montana Consumer Counsel 111 North Last Chance Gulch, Suite 1B P.O. Box. 201703 Helena, MT 59620-1703 robnelson@mt.gov | Christopher Schilling Chief Executive Officer Leigh Jordan Executive Vice President Park Water Company 9750 Washburn Road Downey, CA 90241 cschilling@parkwater.com leighj@parkwater.com |
| John Kappes President & General Manager Mountain Water Company 1345 West Broadway Missoula, MT 59802-2239 johnk@mtwater.com | Barbara Hall Legal Director The Clark Fork Coalition P.O. Box 7593 Missoula, MT 59801 Barbara@clarkfork.org |
| Todd Wiley Assistant General Counsel Liberty Utilities 12725 West Indian School Road, Suite D-101 Avondale, Arizona 85392 todd.wiley@libertyutilities.com | Kate Whitney Public Service Commission 1701 Prospect Avenue Helena, MT 59620-2601 kwhitney@mt.gov ORIGINAL SENT VIA OVERNIGHT DELIVERY |



Tina Sunderland

EXHIBIT “A”

EXHIBIT “A”

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HSchneider@perkinscoie.com

Admitted Pro Hac Vice

**MONTANA FOURTH JUDICIAL DISTRICT COURT
MISSOULA COUNTY**

THE CITY OF MISSOULA, a
Montana municipal corporation,
Plaintiff,

v.

MOUNTAIN WATER COMPANY,
a Montana corporation; and
CARLYLE INFRASTRUCTURE
PARTNERS, LP, a Delaware
limited partnership,
Defendants.

and

THE EMPLOYEES OF
MOUNTAIN WATER COMPANY,
et al.

Intervenors.

Cause No. DV-14-352

Dept. No. 4

**AFFIDAVIT OF TYLER
STOCKTON**

STATE OF MONTANA)
 :SS
County of Missoula)

Tyler Stockton, having first been duly sworn upon oath, deposes and says:

A. I am a law student at the University of Montana, employed part-time by the Boone Karlberg, P.C. law firm, and I make this affidavit based on personal knowledge about which I am competent to testify.

B. I am over the age of 18.

C. Attached are true and correct copies of official business records and various official state filings, including corporate annual reports, regarding Algonquin Power & Utilities Corp./Liberty Utilities subsidiaries that operate in the United States.

D. I compiled these records by accessing the various states' on-line records of corporations doing business in each respective state.

E. These records show that Ian Robertson, President and CEO of Algonquin Power, and resident of Oakville, Ontario, Canada, occupies the following positions with the following companies as of March 2015:

1. President, Liberty Utilities (Pine Bluff Water) Inc., State of Arkansas;

2. President, Chief Executive Officer, and Member of the Board of Directors, Liberty Utilities Service Corp., Avondale, Arizona;
3. Member of the Board of Directors, Liberty Utilities (Rio Rico Water & Sewer) Corp., Avondale, Arizona;
4. Chief Executive Officer and Member of the Board of Directors, Liberty Utilities (Northwest Sewer) Corp., Avondale Arizona;
5. Member of the Board of Directors, Liberty Utilities (Litchfield Park Water & Sewer) Corp., Avondale, Arizona;
6. Member of the Board of Directors, Liberty Utilities (Gold Canyon Sewer) Corp., Avondale, Arizona;
7. Member of the Board of Directors, Liberty Utilities (Entrada Del Oro Sewer) Corp., Avondale, Arizona;
8. Chief Executive Officer and Member of the Board of Directors, Liberty Utilities Energy Solutions (Appliance) Corp., Avondale, Arizona, and Fall River, Massachusetts;

9. President and Member of the Board of Directors,
Liberty Utilities (Black Mountain Sewer) Corp.,
Avondale, Arizona;
10. Chief Executive Officer and Member of the Board of
Directors, Liberty Utilities (Bella Vista Water) Corp.,
Avondale, Arizona;
11. President and Member of the Board of Directors,
Liberty Utilities (SUB) Corp., Avondale, Arizona;
12. Chief Executive Officer, Liberty Utilities Energy
Solutions (CNG) Corp., State of Georgia;
13. President, Liberty Utilities Service Corp., State of
Georgia;
14. Managing Member of LLC, Liberty Utilities (Fox River
Water) LLC, State of Illinois;
15. President, Liberty Utilities (Midstates Natural Gas)
Corp., State of Illinois;
16. President, Liberty Utilities Service Corp., State of
Illinois;

17. Member of the Board of Directors, Liberty Utilities (Pipeline & Transmission) Corp., Londonberry, New Hampshire, and State of Massachusetts;
18. Member of the Board of Directors, Liberty Utilities Energy Solutions (Appliance) Corp., f/k/a/ Liberty Services (Massachusetts) Corp., New England Gas Appliance Company, and Fall River Gas Appliance Company, Fall River, Rhode Island, and State of Massachusetts;
19. President and Member of the Board of Directors, Liberty Utilities Service Corp., Salem, New Hampshire, and State of Massachusetts;
20. Member of the Board of Directors, Liberty Utilities (New England Natural Gas Company) Corp., f/k/a Plaza Massachusetts Acquisition, Inc., Fall River, Massachusetts;
21. Managing Member of LLC, Algonquin Water Resources of Missouri, LLC, State of Missouri;

29. Officer and Member of the Board of Directors, Liberty Utilities (Energy North Natural Gas) Corp., State of New Hampshire;
30. Principal, Liberty Utilities (Calpeco Electric) LLC, State of California;
31. Principal, Liberty Utilities Energy Solutions (Appliance) Corp., State of California;
32. Principal, Liberty Utilities Service Corp., State of California;
33. Officer, Liberty Utilities Service Corp., State of Iowa;
34. Officer, Liberty Utilities Energy Solutions (Appliance) Corp., State of Iowa;
35. Officer, Liberty Utilities (Midstates Natural Gas) Corp., State of Iowa;
36. Member of the Board of Directors, Liberty Utilities Energy Solutions (Appliance) Corp., State of Texas;
37. Member of the Board of Directors, Liberty Utilities Service Corp., State of Texas;
38. Member of the Board of Directors, Liberty Utilities (Silverleaf Water) LLC, State of Texas;

39. Member of the Board of Directors, Liberty Utilities (Tall Timbers Sewer) Corp., Tall Timbers Utility Company, Inc., State of Texas;
40. Member of the Board of Directors, Liberty Utilities (Woodmark Sewer) Corp., State of Texas; and

F. Attached as Exhibit 41 are two articles from *The Missoulian* indicating that Mr. Robertson visited Missoula on Wednesday, September 24, 2014, with regard to Algonquin's and Liberty's potential acquisition of the City of Missoula's Water System.

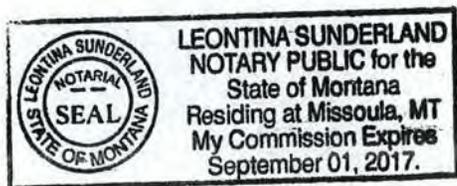
G. The exhibits attached to this Affidavit show Ian Robertson listed as a Member of the Boards of Directors of a number of corporations that are wholly-owned subsidiaries of Liberties Utilities, which itself is a wholly-owned subsidiary of Algonquin Power & Utilities Corp. Mr. Robertson is also CEO and a Member of the Board of Directors of Algonquin, as described on Algonquin's website, a copy of which is attached as Exhibit 42.

DATED this 21st day of March, 2015.



Tyler Stockton

SUBSCRIBED AND SWORN TO before me this 27th day of March,
2015, by Tyler Stockton.




Printed Name: Leontina Sunderland
Notary Public for the State of Montana
Residing at Missoula, Montana
Notary expires: Sept. 1, 2017

CERTIFICATE OF SERVICE

This is to certify that the foregoing was duly served by hand delivery upon the following counsel of record on this 27th day of March 2015:

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Kathleen L. DeSoto
Brian J. Smith
Peter J. Arant
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ROBINSON, PLLP
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Missoula, MT 59807-7909

Joe Conner
Adam Sanders
D. Eric Setterlund
BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.
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Chattanooga, TN 37450-1800

William W. Mercer
Adrian A. Miller
HOLLAND & HART LLP
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Billings, MT 59103-0639

Gary M. Zadick
UGRIN, ALEXANDER, ZADICK &
HIGGINS, P.C.
P.O. Box 1746
Great Falls, MT 59403



Tina Sunderland

Exhibit 1

Exhibit 1



ARKANSAS SECRETARY OF STATE

Mark Martin

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| | |
|-------------------|--|
| Corporation Name | LIBERTY UTILITIES (PINE BLUFF WATER) INC. |
| Fictitious Names | LIBERTY UTILITIES |
| Filing # | 100021528 |
| Filing Type | For Profit Corporation |
| Filed under Act | Dom Bus Corp; 576 of 1965 |
| Status | Good Standing |
| Principal Address | |
| Reg. Agent | THE CORPORATION COMPANY |
| Agent Address | 124 WEST CAPITOL AVENUE, SUITE 1900 LITTLE ROCK, AR 72201 |
| Date Filed | 10/26/1942 |
| Officers | SEE FILE, Incorporator/Organizer IAN E ROBERTSON , President DAVID BRONICHESKI , Treasurer |
| Foreign Name | N/A |
| Foreign Address | |
| State of Origin | N/A |

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Exhibit 2

Exhibit 2

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File Number: F-1911611-3

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Corp. Name: LIBERTY UTILITIES SERVICE CORP.

Domestic Address

12725 W INDIAN SCHOOL RD

STE D101

AVONDALE, AZ 85392

Foreign Address

1209 ORANGE ST

WILMINGTON, DE 19801

Statutory Agent Information

Agent Name: C T CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 03/13/2014

Agent Last Updated: 04/01/2014

Additional Corporate Information

Corporation Type: BUSINESS

Business Type:

| | |
|---------------------------------------|---|
| Incorporation Date: 03/13/2014 | Corporate Life Period: PERPETUAL |
| Domicile: DELAWARE | County: MARICOPA |
| Approval Date: 04/01/2014 | Original Publish Date: |

Officer Information

| | |
|---|--|
| DAVID BRONICHESKI OTHER OFFICER CFO 2845 BRISTOL CR OAKVILLE ON L6H 7H7 CANADA,XX xxxxx Date of Taking Office: 03/13/2014 Last Updated: 04/01/2014 | IAN ROBERTSON PRESIDENT/CEO 2845 BRISTOL CR OAKVILLE ON L6H 7H7 CANADA,XX xxxxx Date of Taking Office: 03/13/2014 Last Updated: 04/01/2014 |
| DAVID BRONICHESKI SECRETARY 2845 BRISTOL CR OAKVILLE ON L6H 7H7 CANADA,XX xxxxx Date of Taking Office: 03/13/2014 Last Updated: 04/01/2014 | DAVID BRONICHESKI TREASURER 2845 BRISTOL CR OAKVILLE ON L6H 7H7 CANADA,XX xxxxx Date of Taking Office: 03/13/2014 Last Updated: 04/01/2014 |

Director Information

| | |
|---|--|
| IAN ROBERTSON DIRECTOR 2845 BRISTOL CR OAKVILLE ON L6H 7H7 CANADA,XX xxxxx Date of Taking Office: 03/13/2014 Last Updated: 04/01/2014 | GREGORY SORENSEN DIRECTOR 12725 W INDIAN SCHOOL RD STE D101 AVONDALE,AZ 85392 Date of Taking Office: 03/13/2014 Last Updated: 04/01/2014 |
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Exhibit 3

Exhibit 3

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Corp. Name: LIBERTY UTILITIES (RIO RICO WATER & SEWER) CORP.

Domestic Address

12725 W INDIAN SCHOOL RD

STE D-101

AVONDALE, AZ 85392

Statutory Agent Information

Agent Name: C T CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 04/07/2009

Agent Last Updated: 04/02/2012

Additional Corporate Information

Corporation Type: PROFIT

Business Type: UTILITIES

Incorporation Date: 05/18/1992

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: SANTA CRUZ

Approval Date: 05/18/1992

Original Publish Date: 06/16/1992

Officer Information

| | |
|---|---|
| GREGORY S SORENSEN PRESIDENT 12725 W. INDIAN SCHOOL RD AVONDALE, AZ 85392 Date of Taking Office: 01/17/2014 Last Updated: 03/11/2015 | TODD WILEY SECRETARY 12725 W. INDIAN SCHOOL RD SUITE D101 AVONDALE, AZ 85392 Date of Taking Office: 08/18/2014 Last Updated: 03/11/2015 |
| TODD WILEY SECRETARY 12725 WEST INDIAN SCHOOL ROAD SUITE D101 AVONDALE, AZ 85392 Date of Taking Office: 08/18/2014 Last Updated: 03/11/2015 | TODD WILEY TREASURER 12725 W. INDIAN SCHOOL RD AVONDALE, AZ 85392 Date of Taking Office: 08/18/2014 Last Updated: 03/11/2015 |

Director Information

| | |
|--|--|
| RICHARD LEEHR DIRECTOR 15 BUTTRICK ROAD LONDERRY, NH 03053 Date of Taking Office: 07/18/2014 Last Updated: 03/11/2015 | GREGORY S SORENSEN DIRECTOR 12725 W INDIAN SCHOOL RD SUITE D-101 AVONDALE, AZ 85392 Date of Taking Office: 12/22/2009 Last Updated: 03/11/2015 |
| IAN ROBERTSON DIRECTOR 354 DAVIS ROAD OAKVILLE ON L6H 7H7, CD XX Date of Taking Office: 01/31/2008 Last Updated: 03/11/2015 | |

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| 2012 | 03 | 03/15/2012 | | | |
| 2011 | 03 | 03/08/2011 | | | |
| 2010 | 03 | 03/24/2010 | | | |
| 2009 | 03 | 04/14/2009 | | | |
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| 2007 | 03 | 02/26/2007 | | | |
| 2006 | 03 | 03/13/2006 | | | |
| 2005 | 03 | 03/14/2005 | | | |
| 2004 | 03 | 08/02/2004 | | | |
| 2003 | 03 | 03/11/2003 | | | |
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| 2001 | 03 | 03/14/2002 | | | |
| 2000 | 03 | 03/14/2002 | | | |
| 1999 | 03 | 03/18/1999 | | | |
| 1998 | 03 | 09/14/1998 | | | |
| 1996 | 12 | 09/04/1997 | | | |
| 1995 | 12 | 04/22/1996 | | | |
| 1994 | 12 | 07/07/1995 | | | |
| 1993 | 12 | 04/18/1994 | OTHER | 06/23/1995 | |
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| 01154598 | 05 ANNUAL REPORT | 03/18/2005 |
| 01280748 | AGENT ADDRESS CHANGE | 07/27/2005 |
| 01504729 | 06 ANNUAL REPORT | 03/13/2006 |
| 01900214 | 07 ANNUAL REPORT | 02/26/2007 |
| 02373952 | 08 ANNUAL REPORT | 04/03/2008 |
| 02371487 | 08 ANNUAL REPORT | 04/04/2008 |
| 02711865 | AGENT APPOINTMENT | 04/07/2009 |
| 02755511 | 09 ANNUAL REPORT | 04/14/2009 |
| 03084380 | 10 ANNUAL REPORT | 03/24/2010 |
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| 03808404 | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| 03813646 | 12 ANNUAL REPORT | 03/15/2012 |
| 04195782 | 13 ANNUAL REPORT | 03/11/2013 |
| 04294044 | AMENDMENT | 05/24/2013 |
| 04345359 | PUB OF AMENDMENT | 06/17/2013 |
| 04609486 | 14 ANNUAL REPORT | 03/13/2014 |
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| Amendment Date | Amendment Type | Publish Date | Publish Exception |
|----------------|----------------|--------------|-------------------|
| 05/24/2013 | NAME CHANGE | 06/17/2013 | |

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Administrative Dissolutions and Reinstatements

(Click on gray button - if present - to view notice - will open in a new window)

| Administrative Dissolution Date | Administrative Dissolution Reason | Reinstatement Date |
|---------------------------------|-----------------------------------|--------------------|
| 02/28/2002 | AD-DISSOLVED - FILE A/R | 03/14/2002 |

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Name Changes / Restructuring

| Description | Corporation Name | Date |
|--------------|-------------------------|------------|
| CHANGED FROM | RIO RICO UTILITIES INC. | 05/24/2013 |

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| Location | Date Received | Description |
|-------------|---------------|--|
| 10679024036 | 05/18/1992 | ARTICLES |
| 20128029005 | 06/16/1992 | PUBLICATION OF ARTICLES |
| 20134006003 | 02/10/1993 | PUB OF ARTILES/FILM ONLY |
| 10752015025 | 04/05/1993 | 92 ANNUAL REPORT |
| 10855014053 | 04/18/1994 | 93 ANNUAL REPORT |
| 10969002021 | 07/07/1995 | 94 ANNUAL REPORT |
| 11017004039 | 04/22/1996 | 95 ANNUAL REPORT |
| 11110020028 | 08/02/1996 | AGENT APPOINTMENT |
| 11162031010 | 04/17/1997 | 96 ANNUAL REPORT |
| 31515000040 | 09/14/1998 | 98 ANNUAL REPORT |
| 31540000048 | 03/18/1999 | 99 ANNUAL REPORT |
| 11341012021 | 08/19/1999 | AGENT APPOINTMENT |
| 20277032013 | 05/25/2001 | NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION |
| 20300052047 | 02/28/2002 | CERTIFICATE OF DISSOLUTION |
| 20304014034 | 03/14/2002 | CERTIFICATE OF REINSTATEMENT |
| 31656000110 | 03/14/2002 | 00 ANNUAL REPORT |
| 31656000111 | 03/14/2002 | 01 ANNUAL REPORT |
| 31656000112 | 03/14/2002 | 02 ANNUAL REPORT |
| 31713000486 | 03/11/2003 | 03 ANNUAL REPORT |
| 31819002451 | 08/02/2004 | 04 ANNUAL REPORT |
| 31860000843 | 03/18/2005 | 05 ANNUAL REPORT |
| 31915004352 | 07/27/2005 | AGENT ADDRESS CHANGE |
| 31955003196 | 03/13/2006 | 06 ANNUAL REPORT |
| 32038002939 | 02/26/2007 | 07 ANNUAL REPORT |
| 32126002191 | 04/03/2008 | 08 ANNUAL REPORT |
| 32127000150 | 04/04/2008 | 08 ANNUAL REPORT |

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Exhibit 4

Exhibit 4

03/21/2015

Arizona Corporation Commission
State of Arizona Public Access System

2:08 PM

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Corporate Inquiry

File Number: -1310857-5

[Check Corporate Status](#)

Corp. Name: LIBERTY UTILITIES (NORTHWEST SEWER) CORP

Domestic Address

12725 WEST INDIAN SCHOOL RD

STE D-101

AVONDALE, AZ 85392

Statutory Agent Information

Agent Name: C T CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 04/07/2009

Agent Last Updated: 04/02/2012

Additional Corporate Information

Corporation Type: BUSINESS

Business Type: UTILITIES

Incorporation Date: 09/12/2006

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: MARICOPA

Approval Date: 09/12/2006

Original Publish Date: 12/13/2006

Officer Information

| | |
|---|---|
| IAN ROBERTSON CHAIRMAN 2845 BRISTOL CIRCLE OAKVILLE ONTARIO,CD L6H7H-7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 | IAN ROBERTSON CHIEF EXECUTIVE OFFICER 2845 BRISTOL CIRCLE OAKVILLE ONTARIO ,CD L6H7H-7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 |
| GREGORY SORENSEN PRESIDENT 12725 W. INDIAN SCHOOL RD SUITE D101 AVONDALE,AZ 85392 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 | DAVID BRONICHESKI SECRETARY 2845 BRISTOL CIRCLE OAKVILLE ONTARIO ,CD L6H7H-7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 |
| DAVID BRONICHESKI TREASURER 2845 BRISTOL CIRCLE OAKVILLE ONTARIO,CD L6H7H-7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 | CHRIS JARRATT VICE-PRESIDENT 2845 BRISTOL CIRCLE OAKVILLE ONTARIO,CD L6H7H-7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 |

Director Information

| | |
|---|---|
| GREGORY S SORENSEN DIRECTOR 12725 W. INDIAN SCHOOL RD SUITE D101 AVONDALE,AZ 85392 Date of Taking Office: 12/22/2009 Last Updated: 07/09/2014 | IAN ROBERTSON DIRECTOR 2845 BRISTOL CIRCLE OAKVILLE ONTARIO,CD L6H7H-7 Date of Taking Office: 09/12/2006 Last Updated: 07/09/2014 |
|---|---|

Annual Reports

| | |
|--|--|
| Next Annual Report Due: 09/12/2015 | E-FILE An Annual Report Online << Click Here |
| FORMS For Annual Reports To Be Printed And Mailed | <div style="font-size: 2em; font-weight: bold; color: yellow; margin-bottom: 10px;">NEW</div> Subscribe to Annual Report Email Reminde |
| <div style="font-size: 2em; font-weight: bold; color: yellow;">NEW</div> | |

| File Year | File Month | Date Received | Reason Returned | Date Returned | Extension |
|-----------|------------|---------------|-----------------|---------------|-----------|
| | | | | | |

| | | | | | |
|------|----|------------|--|--|--|
| 2014 | 09 | 06/17/2014 | | | |
| 2013 | 09 | 12/24/2013 | | | |
| 2012 | 09 | 09/07/2012 | | | |
| 2011 | 09 | 09/12/2011 | | | |
| 2010 | 09 | 09/08/2010 | | | |
| 2009 | 09 | 01/28/2010 | | | |
| 2008 | 09 | 09/11/2008 | | | |
| 2007 | 09 | 12/04/2007 | | | |

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(Click on gray button - if present - to view document - will open in a new window.)

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| <input type="button" value="01828629"/> | PUB OF ARTICLES | 12/13/2006 |
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| <input type="button" value="02558542"/> | 08 ANNUAL REPORT | 09/11/2008 |
| <input type="button" value="02702827"/> | AGENT APPOINTMENT | 04/07/2009 |
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| <input type="button" value="03043344"/> | 09 ANNUAL REPORT | 01/28/2010 |
| <input type="button" value="03245684"/> | 10 ANNUAL REPORT | 09/08/2010 |
| <input type="button" value="03605854"/> | 11 ANNUAL REPORT | 09/12/2011 |
| <input type="button" value="03806923"/> | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| <input type="button" value="04005765"/> | 12 ANNUAL REPORT | 09/07/2012 |
| <input type="button" value="04529961"/> | 13 ANNUAL REPORT | 12/24/2013 |
| <input type="button" value="04522792"/> | AMENDMENT | 01/09/2014 |
| <input type="button" value="04547378"/> | PUB OF AMENDMENT | 01/27/2014 |
| <input type="button" value="04716478"/> | 14 ANNUAL REPORT | 06/17/2014 |

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| Amendment Date | Amendment Type | Publish Date | Publish Exception |
|----------------|----------------|--------------|-------------------|
| | | | |

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Notices of Pending Administrative Dissolution
 (Click on gray button - if present - to view notice - will open in a new window)

| Date | Reason |
|------------|--------------------------|
| 12/16/2013 | DELINQUENT ANNUAL REPORT |
| 12/17/2009 | DELINQUENT ANNUAL REPORT |

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Name Changes / Restructuring

| Description | Corporation Name | Date |
|--------------|-----------------------|------------|
| CHANGED FROM | NORTHWEST SEWER, INC. | 01/09/2014 |

Microfilm

| Location | Date Received | Description |
|-------------|---------------|--------------------------------------|
| 31986002745 | 09/12/2006 | ARTICLES |
| 32007003787 | 12/13/2006 | PUB OF ARTICLES |
| 32097001376 | 12/04/2007 | 07 ANNUAL REPORT |
| 32162000616 | 09/11/2008 | 08 ANNUAL REPORT |
| 11843030035 | 07/21/2009 | MAIL RETURNED/ANNUAL REPORT DOCUMENT |

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Exhibit 5

Exhibit 5

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File Number: -0045626-2

[Check Corporate Status](#)

Corp. Name: LIBERTY UTILITIES (LITCHFIELD PARK WATER & SEWER) CORP.

Domestic Address

12725 W INDIAN SCHOOL RD

AVONDALE, AZ 85392

Statutory Agent Information

Agent Name: C T CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 08/03/1999

Agent Last Updated: 04/02/2012

Additional Corporate Information

Corporation Type: PROFIT

Business Type: WATER & SEWER UTILITY

Incorporation Date: 09/21/1954

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: MARICOPA

Approval Date: 09/21/1954

Original Publish Date: 09/21/1954

Officer Information

| | |
|--|--|
| GREGORY SORENSEN PRESIDENT 12725 W. INDIAN SCHOOL RD D101 AVONDALE,XX 85392 Date of Taking Office: 01/17/2014 Last Updated: 02/05/2015 | TODD WILEY SECRETARY 12725 W. INDIAN SCHOOL RD SUITE D101 AVONDALE,AZ 85392 Date of Taking Office: 08/14/2014 Last Updated: 02/05/2015 |
| TODD WILEY TREASURER 12725 W. INDIAN SCHOOL RD SUITE D101 AVONDALE,AZ 85392 Date of Taking Office: 08/14/2014 Last Updated: 02/05/2015 | |

Director Information

| | |
|--|--|
| RICHARD LEEHR DIRECTOR 15 BUTTRICK ROAD LONDONDERRY,NH 03053 Date of Taking Office: 07/18/2014 Last Updated: 02/05/2015 | GREGORY S SORENSEN DIRECTOR 12725 W INDIAN SCHOOL RD SUITE D101 AVONDALE,AZ 85392 Date of Taking Office: 12/22/2009 Last Updated: 02/05/2015 |
| IAN ROBERTSON DIRECTOR 354 DAVIS ROAD OAKVILLE ON L6J 2X1,XX XXXXX-XXXX Date of Taking Office: 12/22/2009 Last Updated: 02/05/2015 | |

Annual Reports

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| File Year | File Month | Date Received | Reason Returned | Date Returned | Extension |
|-----------|------------|---------------|-----------------|---------------|-----------|
| 2015 | 01 | 02/03/2015 | | | |
| | | | | | |

| | | | | |
|------|----|------------|--|--|
| 2014 | 01 | 01/28/2014 | | |
| 2013 | 01 | 01/23/2013 | | |
| 2012 | 01 | 01/17/2012 | | |
| 2011 | 01 | 01/13/2011 | | |
| 2010 | 01 | 01/28/2010 | | |
| 2009 | 01 | 04/09/2009 | | |
| 2008 | 01 | 12/03/2007 | | |
| 2007 | 01 | 12/29/2006 | | |
| 2006 | 01 | 12/09/2005 | | |
| 2005 | 01 | 12/07/2004 | | |
| 2004 | 01 | 07/15/2004 | | |
| 2003 | 01 | 01/29/2003 | | |
| 2002 | 01 | 01/11/2002 | | |
| 2001 | 01 | 02/09/2001 | | |
| 2000 | 01 | 11/18/1999 | | |
| 1999 | 01 | 08/03/1999 | | |
| 1998 | 01 | 08/03/1999 | | |
| 1996 | 12 | 07/23/1997 | | |
| 1995 | 12 | 05/22/1996 | | |
| 1994 | 12 | 04/14/1995 | | |
| 1993 | 12 | 04/13/1994 | | |
| 1992 | 12 | 04/14/1993 | | |
| 1991 | 12 | 04/15/1992 | | |
| 1990 | 12 | 04/11/1991 | | |
| 1989 | 12 | 03/16/1990 | | |
| 1988 | 12 | 03/10/1989 | | |
| 1987 | 12 | 04/15/1988 | | |

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| <input type="button" value="-00107941"/> | 96 ANNUAL REPORT | 07/23/1997 |
| <input type="button" value="00016420"/> | 99 ANNUAL REPORT | 08/03/1999 |
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|----------|-----------------------------|------------|
| 00016419 | 98 ANNUAL REPORT | 08/03/1999 |
| 00081939 | 00 ANNUAL REPORT | 11/18/1999 |
| 00262006 | 01 ANNUAL REPORT | 02/09/2001 |
| 00428359 | 02 ANNUAL REPORT | 01/11/2002 |
| 00641372 | 03 ANNUAL REPORT | 01/29/2003 |
| 00975269 | 04 ANNUAL REPORT | 07/15/2004 |
| 01078168 | 05 ANNUAL REPORT | 12/07/2004 |
| 01416385 | 06 ANNUAL REPORT | 12/09/2005 |
| 01491245 | CHANGE(S) | 02/15/2006 |
| 01642768 | AGENT ADDRESS CHANGE | 05/26/2006 |
| 01843115 | 07 ANNUAL REPORT | 12/29/2006 |
| 02240344 | 08 ANNUAL REPORT | 12/03/2007 |
| 02754084 | 09 ANNUAL REPORT | 04/09/2009 |
| 03022496 | 10 ANNUAL REPORT | 01/28/2010 |
| 03371049 | 11 ANNUAL REPORT | 01/13/2011 |
| 03742539 | 12 ANNUAL REPORT | 01/17/2012 |
| 03805513 | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| 04138614 | 13 ANNUAL REPORT | 01/23/2013 |
| 04294043 | AMENDMENT | 05/24/2013 |
| 04345358 | PUB OF AMENDMENT | 06/17/2013 |
| 04561351 | 14 ANNUAL REPORT | 01/28/2014 |
| 04958778 | 15 ANNUAL REPORT | 02/03/2015 |

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| 05/24/2013 | NAME CHANGE | 06/17/2013 | |
| 10/17/1979 | AMENDMENT | 11/22/1979 | |

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|-------------|------------------|------|
| | | |

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| Location | Date Received | Description |
|-------------|---------------|--|
| 10022031018 | 04/14/1983 | 82 ANNUAL REPORT |
| 10083028048 | 04/05/1984 | 83 ANNUAL REPORT |
| 10151030014 | 04/04/1985 | 84 ANNUAL REPORT |
| 10223026034 | 04/16/1986 | 85 ANNUAL REPORT |
| 10276007032 | 01/09/1987 | AGENT APPOINTMENT/CORP. ADDRESS CHANGE |
| 20049085037 | 01/09/1987 | CORP. OFFICER/DIRECTOR CHANGE |
| 20054051008 | 04/15/1987 | 86 EXTENSION |
| 10310021008 | 06/11/1987 | 86 ANNUAL REPORT |
| 10380019040 | 04/15/1988 | 87 ANNUAL REPORT |
| 10438026011 | 03/10/1989 | 88 ANNUAL REPORT |
| 10518018028 | 03/16/1990 | 89 ANNUAL REPORT |
| 10610023030 | 04/11/1991 | 90 ANNUAL REPORT |
| 10673022023 | 04/15/1992 | 91 ANNUAL REPORT |
| 10760023048 | 04/14/1993 | 92 ANNUAL REPORT |
| 10844013038 | 04/13/1994 | 93 ANNUAL REPORT |
| 10950018034 | 04/14/1995 | 94 ANNUAL REPORT |
| 11044004001 | 05/22/1996 | 95 ANNUAL REPORT |
| 20197050015 | 07/05/1996 | AGENT APPOINTMENT |
| 11151010006 | 04/14/1997 | 96 ANNUAL REPORT |
| 11290028048 | 10/26/1998 | 99 ANNUAL REPORT/MAIL RETURNED |
| 20241037028 | 02/17/1999 | CORP ADDRESS CHG |
| 20237063011 | 03/16/1999 | CORP ADDRESS CHG |
| 31725001418 | 08/03/1999 | 98 ANNUAL REPORT |
| 31725001422 | 08/03/1999 | 99 ANNUAL REPORT |
| 31559000695 | 11/18/1999 | 00 ANNUAL REPORT |
| 31606002829 | 02/09/2001 | 01 ANNUAL REPORT |
| 31648001059 | 01/11/2002 | 02 ANNUAL REPORT |
| 31700000320 | 01/29/2003 | 03 ANNUAL REPORT |
| 31901001572 | 06/11/2004 | NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION |
| 31809002034 | 07/15/2004 | 04 ANNUAL REPORT |
| 31841000647 | 12/07/2004 | 05 ANNUAL REPORT |
| 31944001524 | 12/09/2005 | 06 ANNUAL REPORT |
| 31968001309 | 02/15/2006 | CHANGE(S) |

| | | |
|-------------|------------|----------------------|
| 31976006555 | 05/26/2006 | AGENT ADDRESS CHANGE |
| 32025000343 | 12/29/2006 | 07 ANNUAL REPORT |
| 32097000724 | 12/03/2007 | 08 ANNUAL REPORT |

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Corporate Inquiry

File Number: -0518839-7

[Check Corporate Status](#)

Corp. Name: LIBERTY UTILITIES (GOLD CANYON SEWER) CORP.

Domestic Address

12725 W INDIAN SCHOOL RD

STE D101

AVONDALE, AZ 85392

Statutory Agent Information

Agent Name: C T CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 12/09/2003

Agent Last Updated: 04/02/2012

Additional Corporate Information

Corporation Type: PROFIT

Business Type: UTILITIES

Incorporation Date: 02/22/1988

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: MARICOPA

Approval Date: 02/25/1988

Original Publish Date: 04/12/1988

Officer Information

| | |
|--|--|
| GREGORY SORENSEN PRESIDENT 12725 W INDIAN SCHOOL RD D101 AVONDALE, AZ 85392 Last Updated: 10/22/2014 | TODD WILEY SECRETARY 12725 W INDIAN SCHOOL RD D101 AVONDALE, AZ 85392 Last Updated: 10/22/2014 |
| TODD WILEY TREASURER 12725 W INDIAN SCHOOL RD D101 AVONDALE, AZ 85392 Last Updated: 10/22/2014 | |

Director Information

| | |
|--|--|
| RICHARD LEEHR DIRECTOR 15 BUTTRICK ROAD LONDONDERRY, NH 03053 Date of Taking Office: 07/18/2014 Last Updated: 10/22/2014 | GREGORY S SORENSON DIRECTOR 12725 W INDIAN SCHOOL RD STE D-101 AVONDALE, AZ 85392 Date of Taking Office: 09/11/2009 Last Updated: 10/22/2014 |
| IAN E ROBERTSON DIRECTOR 354 DAVIS ROAD OAKVILLE, ONTARIO CANADA L6J 2X1, XX XXXXX-XXXX Date of Taking Office: 07/10/2001 Last Updated: 10/22/2014 | |

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| | <div style="color: yellow; font-weight: bold; font-size: 1.2em;">NEW</div> |

| File Year | File Month | Date Received | Reason Returned | Date Returned | Extension |
|-----------|------------|---------------|-----------------|---------------|-----------|
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| 2013 | 11 | 01/22/2014 | | | |

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| 2011 | 11 | 11/15/2011 | | |
| 2010 | 11 | 11/16/2010 | | |
| 2009 | 11 | 01/28/2010 | | |
| 2008 | 11 | 11/04/2008 | | |
| 2007 | 11 | 09/21/2007 | | |
| 2006 | 11 | 11/21/2006 | | |
| 2005 | 11 | 10/12/2005 | | |
| 2004 | 11 | 03/30/2005 | | |
| 2003 | 11 | 03/01/2004 | | |
| 2002 | 11 | 01/23/2003 | | |
| 2001 | 11 | 12/24/2001 | | |
| 2000 | 11 | 04/27/2001 | | |
| 1999 | 11 | 04/25/2000 | | |
| 1998 | 11 | 12/18/1998 | | |
| 1997 | 11 | 07/29/1998 | | 05/22/1999 |
| 1996 | 12 | 11/12/1997 | | |
| 1995 | 12 | 07/10/1996 | | 10/15/1997 |
| 1994 | 12 | 04/14/1995 | | 10/15/1996 |
| 1993 | 12 | 04/18/1994 | | |
| 1992 | 12 | 04/16/1993 | | |
| 1991 | 12 | 06/15/1992 | | |
| 1990 | 12 | 06/18/1991 | | 06/15/1992 |
| 1989 | 12 | 06/13/1990 | | 06/15/1991 |
| 1988 | 12 | 06/16/1989 | | 06/15/1990 |

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| 00296906 | 00 ANNUAL REPORT | 04/27/2001 |
| 00419762 | 01 ANNUAL REPORT | 12/24/2001 |
| 00636045 | 02 ANNUAL REPORT | 01/23/2003 |
| 00797925 | AGENT APPOINTMENT | 12/09/2003 |
| 00883221 | 03 ANNUAL REPORT | 03/01/2004 |
| 01168073 | 04 ANNUAL REPORT | 03/30/2005 |
| 01360189 | 05 ANNUAL REPORT | 10/12/2005 |
| 01441658 | CHANGE(S) | 02/15/2006 |
| 01642728 | AGENT ADDRESS CHANGE | 05/26/2006 |
| 01814571 | 06 ANNUAL REPORT | 11/21/2006 |
| 02168232 | 07 ANNUAL REPORT | 09/21/2007 |
| 02606456 | 08 ANNUAL REPORT | 11/04/2008 |
| 03043343 | 09 ANNUAL REPORT | 01/28/2010 |
| 03315430 | 10 ANNUAL REPORT | 11/16/2010 |
| 03675254 | 11 ANNUAL REPORT | 11/15/2011 |
| 03803500 | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| 04048784 | 12 ANNUAL REPORT | 11/02/2012 |
| 04294039 | AMENDMENT | 05/24/2013 |
| 04345356 | PUB OF AMENDMENT | 06/17/2013 |
| 04553565 | 13 ANNUAL REPORT | 01/22/2014 |
| 04834766 | 14 ANNUAL REPORT | 10/01/2014 |

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|----------------|----------------|--------------|-------------------|
| 05/24/2013 | NAME CHANGE | 06/17/2013 | |

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Name Changes / Restructuring

| Description | Corporation Name | Date |
|--------------|---------------------------|------------|
| CHANGED FROM | GOLD CANYON SEWER COMPANY | 05/24/2013 |

Microfilm

| Location | Date Received | Description |
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| 10358029031 | 02/22/1988 | ARTICLES |
| 20069068027 | 04/12/1988 | PUBLICATION OF ARTICLES |
| 20085053023 | 04/17/1989 | 88 EXTENSION |
| 10467031022 | 06/16/1989 | 88 ANNUAL REPORT |
| 20098005033 | 04/16/1990 | 89 EXTENSION |
| 10552005038 | 06/13/1990 | 89 ANNUAL REPORT |
| 20113024004 | 04/15/1991 | 90 EXTENSION |
| 10626008033 | 06/18/1991 | 90 ANNUAL REPORT |
| 20114091018 | 07/24/1991 | GLOBAL CHANGE |
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| 10697027002 | 06/15/1992 | 91 ANNUAL REPORT |
| 10763034052 | 04/16/1993 | 92 ANNUAL REPORT |
| 10863008046 | 04/18/1994 | 93 ANNUAL REPORT |
| 10942028013 | 04/14/1995 | 94 ANNUAL REPORT |
| 20189002025 | 04/11/1996 | 95 EXTENSION |
| 11059012008 | 07/10/1996 | 95 ANNUAL REPORT |
| 11101015009 | 09/27/1996 | AGENT APPOINTMENT |
| 20204092030 | 04/15/1997 | EXTENSION/FISCAL CHANGE |
| 11178034048 | 08/19/1997 | 96 ANNUAL REPORT |
| 20214010024 | 09/16/1997 | GLOBAL AGENT ADDRESS CHANGE |
| 11260005018 | 04/15/1998 | 97 ANNUAL REPORT |
| 20236055028 | 11/23/1998 | 98 EXTENSION |
| 31529000142 | 12/18/1998 | 98 ANNUAL REPORT |
| 31576001556 | 04/25/2000 | 99 ANNUAL REPORT |
| 31616000333 | 04/27/2001 | 00 ANNUAL REPORT |
| 11473033015 | 07/31/2001 | AGENT APPOINTMENT |
| 31646000974 | 12/24/2001 | 01 ANNUAL REPORT |
| 31705000013 | 01/23/2003 | 02 ANNUAL REPORT |
| 31768002465 | 12/09/2003 | AGENT APPOINTMENT |
| 31794000925 | 03/01/2004 | 03 ANNUAL REPORT |
| 11678029013 | 09/13/2004 | 04 ANNUAL REPORT/MAIL RETURNED |
| 31905003871 | 02/15/2005 | NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION |
| 31865000322 | 03/30/2005 | 04 ANNUAL REPORT |
| 31930003172 | 10/12/2005 | 05 ANNUAL REPORT |
| 31968001306 | 02/15/2006 | CHANGE(S) |
| 31976006515 | 05/26/2006 | AGENT ADDRESS CHANGE |

| | | |
|-------------|------------|------------------|
| 32021002918 | 11/21/2006 | 06 ANNUAL REPORT |
| 32084003136 | 09/21/2007 | 07 ANNUAL REPORT |
| 32170000336 | 11/04/2008 | 08 ANNUAL REPORT |

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Exhibit 7

Exhibit 7

03/21/2015

Arizona Corporation Commission
State of Arizona Public Access System

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Corporate Inquiry

File Number: -1186060-1

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Corp. Name: LIBERTY UTILITIES (ENTRADA DEL ORO SEWER) CORP.

Domestic Address

% CT CORPORATION SYSTEM

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Statutory Agent Information

Agent Name: CT CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 05/27/2009

Agent Last Updated: 04/02/2012

Additional Corporate Information

Corporation Type: BUSINESS

Business Type: UTILITIES

Incorporation Date: 03/02/2005

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: MARICOPA

Approval Date: 03/02/2005

Original Publish Date: 05/16/2005

Officer Information

| | |
|---|--|
| GREGORY SORENSEN PRESIDENT 12725 W. INDIAN SCHOOL RD SUITE D101 AVONDALE, AZ 85392 Date of Taking Office: 08/28/2008 Last Updated: 03/11/2015 | TODD WILEY SECRETARY 12725 WEST INDIAN SCHOOL ROAD SUITE D101 AVONDALE, AZ 85392 Date of Taking Office: 08/18/2014 Last Updated: 03/11/2015 |
| TODD WILEY TREASURER 12725 W. INDIAN SCHOOL RD SUITE D101 AVONDALE, AZ 85392 Date of Taking Office: 08/18/2014 Last Updated: 03/11/2015 | GREGORY S SORENSEN VICE-PRESIDENT 12725 WEST INDIAN SCHOOL ROAD SUITE D101 AVONDALE, AZ 85392 Date of Taking Office: 08/28/2008 Last Updated: 03/11/2015 |

Director Information

| | |
|--|---|
| RICHARD LEEHR DIRECTOR 15 BUTTRICK ROAD LONDONDERRY, NH 03053 Date of Taking Office: 07/18/2014 Last Updated: 03/11/2015 | IAN E ROBERTSON DIRECTOR 354 DAVIS ROAD OAKVILLE, ON L6J2X1, CD XXXXX Date of Taking Office: 08/28/2008 Last Updated: 03/11/2015 |
| GREGORY S SORENSEN DIRECTOR 12725 WEST INDIAN SCHOOL ROAD SUITE D101 AVONDALE, AZ 85392 Date of Taking Office: 08/28/2008 Last Updated: 03/11/2015 | |

Annual Reports

| | |
|--|--|
| Next Annual Report Due: 03/02/2016 | E-FILE An Annual Report Online << Click Here |
| FORMS For Annual Reports To Be Printed And Mailed | <div style="font-size: 2em; font-weight: bold; color: yellow; margin-bottom: 10px;">NEW</div> Subscribe to Annual Report Email Reminde |
| <div style="font-size: 2em; font-weight: bold; color: yellow;">NEW</div> | |

| File Year | File Month | Date Received | Reason Returned | Date Returned | Extension |
|-----------|------------|---------------|-----------------|---------------|-----------|
| 2015 | 03 | 02/03/2015 | | | |

| | | | | |
|------|----|------------|--|--|
| 2014 | 03 | 02/04/2014 | | |
| 2013 | 03 | 02/27/2013 | | |
| 2012 | 03 | 02/17/2012 | | |
| 2011 | 03 | 03/09/2011 | | |
| 2010 | 03 | 07/09/2010 | | |
| 2009 | 03 | 05/26/2009 | | |
| 2008 | 03 | 01/31/2008 | | |
| 2007 | 03 | 02/20/2007 | | |
| 2006 | 03 | 03/15/2006 | | |

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| Document Number | Description | Date Received |
|---|-----------------------------|---------------|
| <input type="button" value="01224347"/> | PUB OF ARTICLES | 05/16/2005 |
| <input type="button" value="01509594"/> | 06 ANNUAL REPORT | 03/15/2006 |
| <input type="button" value="01894592"/> | 07 ANNUAL REPORT | 02/20/2007 |
| <input type="button" value="02302193"/> | 08 ANNUAL REPORT | 01/31/2008 |
| <input type="button" value="02796317"/> | 09 ANNUAL REPORT | 05/26/2009 |
| <input type="button" value="02781975"/> | AGENT APPOINTMENT | 05/27/2009 |
| <input type="button" value="03193634"/> | 10 ANNUAL REPORT | 07/09/2010 |
| <input type="button" value="03417696"/> | 11 ANNUAL REPORT | 03/09/2011 |
| <input type="button" value="03774544"/> | 12 ANNUAL REPORT | 02/17/2012 |
| <input type="button" value="03802474"/> | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| <input type="button" value="04184235"/> | 13 ANNUAL REPORT | 02/27/2013 |
| <input type="button" value="04294046"/> | AMENDMENT | 05/24/2013 |
| <input type="button" value="04345357"/> | PUB OF AMENDMENT | 06/17/2013 |
| <input type="button" value="04569295"/> | 14 ANNUAL REPORT | 02/04/2014 |
| <input type="button" value="04958791"/> | 15 ANNUAL REPORT | 02/03/2015 |

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Amendments

| | | | |
|-----------|--|---------|---------|
| Amendment | | Publish | Publish |
|-----------|--|---------|---------|

| Date | Amendment Type | Date | Exception |
|------------|----------------|------------|-----------|
| 05/24/2013 | NAME CHANGE | 06/17/2013 | |

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| Date | Reason |
|------------|--------------------------|
| 06/09/2010 | DELINQUENT ANNUAL REPORT |

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Name Changes / Restructuring

| Description | Corporation Name | Date |
|--------------|-------------------------------|------------|
| CHANGED FROM | ENTRADA DEL ORO SEWER COMPANY | 05/24/2013 |

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| Location | Date Received | Description |
|-------------|---------------|--------------------------------|
| 11709009021 | 03/02/2005 | ARTICLES |
| 31869001123 | 05/16/2005 | PUB OF ARTICLES |
| 11737013038 | 02/01/2006 | 06 ANNUAL REPORT/MAIL RETURNED |
| 31950000830 | 03/15/2006 | 06 ANNUAL REPORT |
| 32038000358 | 02/20/2007 | 07 ANNUAL REPORT |
| 32103000110 | 01/31/2008 | 08 ANNUAL REPORT |

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Corporate Inquiry

File Number: F-1937435-6

Check Corporate Status

Corp. Name: LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.

Domestic Address

12725 W INDIAN SCHOOL RD

STE D101

AVONDALE, AZ 85392

Foreign Address

35 5TH ST

FALL RIVER, MA 02721

Statutory Agent Information

Agent Name: CT CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 07/03/2014

Agent Last Updated: 07/09/2014

Additional Corporate Information

Corporation Type: BUSINESS

Business Type:

| | |
|---------------------------------------|---|
| Incorporation Date: 07/03/2014 | Corporate Life Period: PERPETUAL |
| Domicile: MASSACHUSETTS | County: MARICOPA |
| Approval Date: 07/09/2014 | Original Publish Date: |

Officer Information

| | |
|---|---|
| IAN ROBERTSON CHIEF EXECUTIVE OFFICER 2845 BRISTOL CIRCLE OAKVILLE ON L6H7H XX,XX xxxxxx Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 | JAMES SWEENEY OTHER OFFICER 36 5TH ST FALL RIVER,MA 02721 Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 |
| DAVID BRONICHESKI OTHER OFFICER 2845 BRISTOL CIRCLE OAKVILLE ON L6H7H XX,XX xxxxxx Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 | DAVID BRONICHESKI SECRETARY 2845 BRISTOL CIRCLE OAKVILLE ON L6H7H XX,XX xxxxxx Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 |
| DAVID BRONICHESKI TREASURER 2845 BRISTOL CIRCLE OAKVILLE ON L6H7H XX,XX xxxxxx Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 | CHRISTOPHER JARRAT VICE-PRESIDENT 2845 BRISTOL CIRCLE OAKVILLE ON L6H7H XX,XX xxxxxx Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 |

Director Information

| | |
|--|--|
| IAN ROBERTSON DIRECTOR 2845 BRISTOL CIRCLE OAKVILLE ON L6H7H XX,XX xxxxxx Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 | GREGORY SORENSEN DIRECTOR 12725 W INDIAN SCHOOL RD STE D101 AVONDALE,AZ 85392 Date of Taking Office: 07/03/2014 Last Updated: 07/09/2014 |
|--|--|

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| <input type="button" value="04607965"/> | APPLICATION FOR AUTHORITY | 07/03/2014 |
| <input type="button" value="04772326"/> | PUB OF APPL FOR AUTHORITY | 07/28/2014 |

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Exhibit 9

Exhibit 9

03/21/2015

Arizona Corporation Commission
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Corporate Inquiry

File Number: -0114412-0

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Corp. Name: LIBERTY UTILITIES (BLACK MOUNTAIN SEWER) CORP.

Domestic Address

12725 W INDIAN SCHOOL RD
STE D101
AVONDALE, AZ 85323

Statutory Agent Information

Agent Name: C T CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD
PHOENIX, AZ 85016

Agent Status: APPOINTED 12/09/2003

Agent Last Updated: 04/02/2012

Additional Corporate Information

Corporation Type: PROFIT

Business Type: UTILITIES

Incorporation Date: 02/24/1978

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: MARICOPA

Approval Date: 02/24/1978

Original Publish Date: 03/10/1978

Officer Information

| | |
|--|--|
| IAN ROBERTSON PRESIDENT 2845 BRISTOL CIRCLE OAKVILLE ON CANADA L6H 7H7,XX XXXXX-XXXX Date of Taking Office: 12/22/2009 Last Updated: 05/01/2014 | DAVID BRONICHESKI SECRETARY 2845 BRISTOL CIRCLE OAKVILLE ON CANADA L6H 7H7,XX XXXXX-XXXX Date of Taking Office: 12/22/2009 Last Updated: 05/01/2014 |
| DAVID BRONICHESKI TREASURER 2845 BRISTOL CIRCLE OAKVILLE ON CANADA L6H 7H7,XX XXXXX-XXXX Date of Taking Office: 12/22/2009 Last Updated: 05/01/2014 | CHRIS JARRATT VICE-PRESIDENT 2845 BRISTOL CIRCLE OAKVILLE ON CANADA L6H 7H7,XX XXXXX-XXXX Date of Taking Office: 01/01/2011 Last Updated: 05/01/2014 |

Director Information

| | |
|---|---|
| GREG SORENSEN DIRECTOR 12725 W INDIAN SCHOOL RD STE D-101 AVONDALE, AZ 85392 Date of Taking Office: 12/22/2009 Last Updated: 05/01/2014 | IAN ROBERTSON DIRECTOR 2845 BRISTOL CIRCLE OAKVILLE ON CANADA L6H 7H7,XX XXXXX-XXXX Date of Taking Office: 06/11/2002 Last Updated: 05/01/2014 |
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| FORMS For Annual Reports To Be Printed And Mailed | <div style="font-size: 2em; font-weight: bold; color: yellow; text-shadow: 2px 2px 4px black; margin-bottom: 10px;">NEW</div> <div style="border: 1px solid black; padding: 5px; display: inline-block;"> Subscribe to Annual Report Email Reminde </div> <div style="font-size: 2em; font-weight: bold; color: yellow; text-shadow: 2px 2px 4px black; margin-top: 10px;">NEW</div> |

| File Year | File Month | Date Received | Reason Returned | Date Returned | Extension |
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| 2013 | 04 | 03/28/2013 | | | |
| 2012 | 04 | 04/19/2012 | | | |
| 2011 | 04 | 09/07/2011 | | | |
| 2010 | 04 | 06/01/2010 | | | |
| 2009 | 04 | 04/17/2009 | | | |

| | | | | | |
|------|----|------------|--|--|------------|
| 2008 | 04 | 06/04/2008 | | | |
| 2007 | 04 | 04/24/2007 | | | |
| 2006 | 04 | 01/08/2007 | | | |
| 2005 | 04 | 03/30/2005 | | | |
| 2004 | 04 | 04/21/2004 | | | |
| 2003 | 04 | 05/23/2003 | | | |
| 2002 | 04 | 10/15/2002 | | | |
| 2001 | 04 | 10/16/2001 | | | |
| 2000 | 04 | 01/24/2001 | | | |
| 1999 | 04 | 09/10/1999 | | | |
| 1998 | 04 | 07/23/1998 | | | |
| 1996 | 12 | 11/25/1997 | | | 10/24/1998 |
| 1995 | 12 | 03/08/1996 | | | |
| 1994 | 12 | 03/15/1995 | | | |
| 1993 | 12 | 08/23/1994 | | | |
| 1992 | 12 | 10/01/1993 | | | |
| 1991 | 12 | 04/16/1992 | | | 06/15/1993 |
| 1990 | 12 | 04/25/1991 | | | |
| 1989 | 12 | 05/04/1990 | | | |
| 1988 | 12 | 02/28/1989 | | | |
| 1987 | 12 | 04/12/1988 | | | |

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| Document Number | Description | Date Received |
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| <input type="button" value="-00001882"/> | 95 ANNUAL REPORT | 03/08/1996 |
| <input type="button" value="-00140837"/> | 96 ANNUAL REPORT | 11/25/1997 |
| <input type="button" value="-00203780"/> | 98 ANNUAL REPORT | 07/23/1998 |
| <input type="button" value="00007177"/> | 99 ANNUAL REPORT | 06/25/1999 |
| <input type="button" value="00037080"/> | 99 ANNUAL REPORT | 09/10/1999 |
| <input type="button" value="00247614"/> | 00 ANNUAL REPORT | 01/24/2001 |
| <input type="button" value="00379241"/> | 01 ANNUAL REPORT | 10/16/2001 |
| <input type="button" value="00585391"/> | 02 ANNUAL REPORT | 10/15/2002 |
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| | | |
|----------|-----------------------------|------------|
| 00712556 | 03 ANNUAL REPORT | 05/23/2003 |
| 00797926 | AGENT APPOINTMENT | 12/09/2003 |
| 00916922 | 04 ANNUAL REPORT | 04/21/2004 |
| 01168077 | 05 ANNUAL REPORT | 03/30/2005 |
| 01441657 | CHANGE(S) | 02/15/2006 |
| 01643382 | AGENT ADDRESS CHANGE | 05/26/2006 |
| 01850378 | 06 ANNUAL REPORT | 01/08/2007 |
| 01992799 | 07 ANNUAL REPORT | 04/24/2007 |
| 02451852 | 08 ANNUAL REPORT | 06/04/2008 |
| 02752756 | 09 ANNUAL REPORT | 04/17/2009 |
| 03148913 | 10 ANNUAL REPORT | 06/01/2010 |
| 03604417 | 11 ANNUAL REPORT | 09/07/2011 |
| 03800092 | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| 03871225 | 12 ANNUAL REPORT | 04/19/2012 |
| 04230499 | 13 ANNUAL REPORT | 03/28/2013 |
| 03731455 | AMENDMENT | 06/11/2013 |
| 04359348 | PUB OF AMENDMENT | 07/22/2013 |
| 04667792 | 14 ANNUAL REPORT | 04/30/2014 |

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Amendments

| Amendment Date | Amendment Type | Publish Date | Publish Exception |
|----------------|----------------|--------------|-------------------|
| 06/11/2013 | NAME CHANGE | 07/22/2013 | |
| 04/30/2001 | NAME CHANGE | 06/12/2001 | |
| 08/14/1979 | AMENDMENT | 08/29/1979 | |

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| Date | Reason |
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| 07/28/2011 | DELINQUENT ANNUAL REPORT |

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Name Changes / Restructuring

| Description | Corporation Name | Date |
|--------------|---|------------|
| CHANGED FROM | BLACK MOUNTAIN SEWER CORPORATION | 06/11/2013 |
| CHANGED FROM | THE BOULDERS CAREFREE SEWER CORPORATION | 04/30/2001 |

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| Location | Date Received | Description |
|-------------|---------------|--|
| 20024028018 | 04/05/1983 | AGENT APPOINTMENT/CORP. ADDRESS CHANGE |
| 10021015049 | 04/08/1983 | 82 ANNUAL REPORT |
| 10086014043 | 04/16/1984 | 83 ANNUAL REPORT |
| 20025072044 | 02/27/1985 | AGENT RESIGNATION |
| 20150011013 | 03/15/1985 | AGENT APPOINTMENT |
| 10151017019 | 03/18/1985 | 84 ANNUAL REPORT |
| 10215031028 | 03/21/1986 | 85 ANNUAL REPORT |
| 10240011013 | 06/12/1986 | AGENT APPOINTMENT |
| 10290017006 | 04/01/1987 | 86 ANNUAL REPORT |
| 10373030026 | 04/12/1988 | 87 ANNUAL REPORT |
| 10441024035 | 02/28/1989 | 88 ANNUAL REPORT |
| 10537038009 | 05/04/1990 | 89 ANNUAL REPORT |
| 10604006036 | 04/25/1991 | 90 ANNUAL REPORT |
| 10689031031 | 04/16/1992 | 91 ANNUAL REPORT |
| 20140032004 | 04/15/1993 | 92 EXTENSION |
| 10796004035 | 10/01/1993 | 92 ANNUAL REPORT |
| 10855007021 | 04/18/1994 | 93 ANNUAL REPORT |
| 10895032005 | 08/23/1994 | 93 AMENDED ANNUAL REPORT |
| 10921020049 | 03/15/1995 | 94 ANNUAL REPORT |
| 11008006017 | 03/08/1996 | 95 ANNUAL REPORT |
| 20197072033 | 08/15/1996 | CORP ADDRESS CHG |
| 11180031020 | 09/17/1997 | 96 ANNUAL REPORT |
| 20221012044 | 03/30/1998 | 97 EXTENSION |
| 11257030020 | 04/01/1998 | 98 ANNUAL REPORT |
| 31542000401 | 06/25/1999 | 99 ANNUAL REPORT |
| 31732002036 | 09/10/1999 | 99 ANNUAL REPORT |
| 11373020003 | 02/14/2000 | 00 ANNUAL REPORT/MAIL RETURNED |
| 31604000457 | 01/24/2001 | 00 ANNUAL REPORT |
| 20275008034 | 04/10/2001 | AGENT ADDRESS CHANGE |
| 11454021045 | 04/24/2001 | AGENT APPOINTMENT |

| | | |
|-------------|------------|--|
| 11464018031 | 04/30/2001 | AMENDMENT |
| 20279050048 | 06/12/2001 | PUB OF AMENDMENT |
| 31637000653 | 10/16/2001 | 01 ANNUAL REPORT |
| 31674000293 | 08/26/2002 | NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION |
| 11549037021 | 09/13/2002 | DELINQUENT NOTICE/MAIL RETURNED |
| 31690001016 | 10/15/2002 | 02 ANNUAL REPORT |
| 31728000695 | 05/23/2003 | 03 ANNUAL REPORT |
| 31768002466 | 12/09/2003 | AGENT APPOINTMENT |
| 31803001175 | 04/21/2004 | 04 ANNUAL REPORT |
| 31865000384 | 03/30/2005 | 05 ANNUAL REPORT |
| 31968001305 | 02/15/2006 | CHANGE(S) |
| 11748020031 | 04/03/2006 | 2006 ANNUAL REPORT/MAIL RETURN |
| 31977000266 | 05/26/2006 | AGENT ADDRESS CHANGE |
| 32015004642 | 12/11/2006 | NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION |
| 32012003003 | 01/08/2007 | 06 ANNUAL REPORT |
| 32052001674 | 04/24/2007 | 07 ANNUAL REPORT |
| 32144002201 | 06/04/2008 | 08 ANNUAL REPORT |

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Corporate Inquiry

File Number: -0127280-0

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Corp. Name: LIBERTY UTILITIES (BELLA VISTA WATER) CORP.

Domestic Address

12725 W INDIAN SCHOOL RD

STE D-101

AVONDALE, AZ 85392

Statutory Agent Information

Agent Name: C T CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 12/09/2003

Agent Last Updated: 04/02/2012

Additional Corporate Information

Corporation Type: PROFIT

Business Type: UTILITIES

Incorporation Date: 12/18/1979

Corporate Life Period: PERPETUAL

Domicile: ARIZONA

County: MARICOPA

Approval Date: 12/28/1979

Original Publish Date: 02/25/1980

Officer Information

| | |
|---|--|
| IAN ROBERTSON CHIEF EXECUTIVE OFFICER 2845 BRISTOL CIRCLE OAKVILLE , ONTARIO,CD L6H7H-7 Date of Taking Office: 11/30/2007 Last Updated: 07/09/2014 | GREGORY SORENSEN PRESIDENT 12725 W. INDIAN SCHOOL RD D101 AVONDALE,AZ 85392 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 |
| DAVID BRONICHESKI SECRETARY 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO,CD L6H7H-7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 | DAVID BRONICHESKI TREASURER 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO,CD L6H 7-H7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 |
| CHRIS JARRATT VICE-PRESIDENT 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO,CD L6H7H-7 Date of Taking Office: 01/17/2014 Last Updated: 07/09/2014 | |

Director Information

| | |
|---|---|
| GREGORY S SORENSEN DIRECTOR 12725 W INDIAN SCHOOL RD STE D-101 AVONDALE,AZ 85392 Date of Taking Office: 12/22/2009 Last Updated: 07/09/2014 | IAN ROBERTSON DIRECTOR 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO,CD L6H7H-7 Date of Taking Office: 11/30/2007 Last Updated: 07/09/2014 |
|---|---|

Annual Reports

| | |
|---|--|
| Next Annual Report Due: 08/18/2015 | E-FILE An Annual Report Online << Click Here |
| FORMS For Annual Reports To Be Printed And Mailed | <div style="font-size: 2em; font-weight: bold; color: yellow; margin-bottom: 10px;">NEW</div> Subscribe to Annual Report Email Reminde |
| | <div style="font-size: 2em; font-weight: bold; color: yellow;">NEW</div> |

| File Year | File Month | Date Received | Reason Returned | Date Returned | Extension |
|-----------|------------|---------------|-----------------|---------------|-----------|
| 2014 | 08 | 06/13/2014 | | | |
| 2013 | 08 | 09/25/2013 | | | |

| | | | | |
|------|----|------------|-------|------------|
| 2012 | 08 | 08/16/2012 | | |
| 2011 | 08 | 09/21/2011 | | |
| 2010 | 08 | 09/08/2010 | | |
| 2009 | 08 | 08/19/2009 | | |
| 2008 | 08 | 08/20/2008 | | |
| 2007 | 08 | 07/27/2007 | | |
| 2006 | 08 | 02/27/2007 | | |
| 2005 | 08 | 06/30/2005 | | |
| 2004 | 08 | 08/26/2004 | | |
| 2003 | 08 | 07/11/2003 | | |
| 2002 | 08 | 08/13/2002 | | |
| 2001 | 08 | 06/15/2001 | | |
| 2000 | 08 | 06/26/2000 | | |
| 1999 | 08 | 08/02/1999 | | |
| 1998 | 08 | 07/13/1998 | | |
| 1997 | 08 | 02/12/1998 | | |
| 1996 | 12 | 05/28/1997 | | |
| 1995 | 12 | 04/16/1996 | | |
| 1994 | 12 | 05/05/1995 | | |
| 1993 | 12 | 03/24/1994 | OTHER | 06/30/1995 |
| 1992 | 12 | 03/23/1993 | | |
| 1991 | 12 | 03/18/1992 | | |
| 1990 | 12 | 04/05/1991 | | |
| 1989 | 12 | 04/04/1990 | | |
| 1988 | 12 | 07/25/1989 | | |
| 1987 | 12 | 04/29/1988 | | |

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| Document Number | Description | Date Received |
|--|------------------|---------------|
| <input type="button" value="-00320702"/> | 95 ANNUAL REPORT | 04/16/1996 |
| <input type="button" value="-00091668"/> | 96 ANNUAL REPORT | 05/28/1997 |
| <input type="button" value="-00158353"/> | 97 ANNUAL REPORT | 02/12/1998 |
| <input type="button" value="-00242410"/> | 98 ANNUAL REPORT | 07/13/1998 |

| | | |
|----------|-----------------------------|------------|
| 00014613 | 99 ANNUAL REPORT | 08/02/1999 |
| 00170230 | 00 ANNUAL REPORT | 06/26/2000 |
| 00324625 | 01 ANNUAL REPORT | 06/15/2001 |
| 00503524 | AGENT APPOINTMENT | 07/15/2002 |
| 00548437 | 02 ANNUAL REPORT | 08/13/2002 |
| 00738774 | 03 ANNUAL REPORT | 07/11/2003 |
| 00797924 | AGENT APPOINTMENT | 12/09/2003 |
| 01006962 | 04 ANNUAL REPORT | 08/26/2004 |
| 01256860 | 05 ANNUAL REPORT | 06/30/2005 |
| 01643212 | AGENT ADDRESS CHANGE | 05/26/2006 |
| 01904751 | 06 ANNUAL REPORT | 02/27/2007 |
| 02092763 | 07 ANNUAL REPORT | 07/27/2007 |
| 02526474 | 08 ANNUAL REPORT | 08/20/2008 |
| 02884756 | 09 ANNUAL REPORT | 08/19/2009 |
| 03245653 | 10 ANNUAL REPORT | 09/08/2010 |
| 03612333 | 11 ANNUAL REPORT | 09/21/2011 |
| 03799956 | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| 03962822 | 12 ANNUAL REPORT | 08/16/2012 |
| 04294045 | AMENDMENT | 05/24/2013 |
| 04345349 | PUB OF AMENDMENT | 06/17/2013 |
| 04428995 | 13 ANNUAL REPORT | 09/25/2013 |
| 04715553 | 14 ANNUAL REPORT | 06/13/2014 |
| 4868531 | LEGAL DOCUMENT | 12/19/2014 |
| 04957688 | PUB OF MERGER | 01/20/2015 |

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Amendments

| Amendment Date | Amendment Type | Publish Date | Publish Exception |
|----------------|----------------|--------------|-------------------|
| 05/24/2013 | NAME CHANGE | 06/17/2013 | |
| 11/05/1998 | AMENDMENT | 12/21/1998 | |
| 06/24/1982 | NAME CHANGE | 07/19/1982 | |

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Name Changes / Restructuring

| Description | Corporation Name | Date |
|--------------|---|------------|
| MERGED FROM | <u>LIBERTY UTILITIES (SOUTHERN SUNRISE WATER) CORP.</u> | 12/19/2014 |
| MERGED FROM | <u>LIBERTY UTILITIES (NORTHERN SUNRISE WATER) CORP.</u> | 12/19/2014 |
| CHANGED FROM | BELLA VISTA WATER CO., INC. | 05/24/2013 |
| MERGED FROM | <u>NICKSVILLE WATER CO., INC.</u> | 07/01/1999 |
| CHANGED FROM | SOUTHWEST WATER CO., INC. | 06/24/1982 |

Microfilm

| Location | Date Received | Description |
|-------------|---------------|----------------------------|
| 10025016007 | 04/29/1983 | 82 ANNUAL REPORT |
| 10094006003 | 05/15/1984 | 83 ANNUAL REPORT |
| 10170032009 | 07/03/1985 | 84 ANNUAL REPORT |
| 10216029014 | 03/24/1986 | 85 ANNUAL REPORT |
| 20054038037 | 04/16/1987 | 86 EXTENSION |
| 10311004013 | 06/17/1987 | 86 ANNUAL REPORT |
| 10387010044 | 04/29/1988 | 87 ANNUAL REPORT |
| 10073015006 | 08/22/1988 | AMENDED 87 ANNUAL REPORT |
| 10479022024 | 07/25/1989 | 88 ANNUAL REPORT |
| 10529029018 | 04/04/1990 | 89 ANNUAL REPORT |
| 10606015022 | 04/05/1991 | 90 ANNUAL REPORT |
| 20112066006 | 04/11/1991 | CORPORATION ADDRESS CHANGE |
| 20122039005 | 01/07/1992 | AGENT APPOINTMENT |
| 10676015027 | 03/18/1992 | 91 ANNUAL REPORT |
| 10748002027 | 03/23/1993 | 92 ANNUAL REPORT |
| 10850011039 | 03/24/1994 | 93 ANNUAL REPORT |
| 10948033020 | 05/05/1995 | 94 ANNUAL REPORT |
| 11016020033 | 04/16/1996 | 95 ANNUAL REPORT |
| 11137011034 | 03/27/1997 | 96 ANNUAL REPORT |
| 11202027010 | 08/13/1997 | 97 ANNUAL REPORT |
| 31508002492 | 07/13/1998 | 98 ANNUAL REPORT |
| 11287032016 | 11/05/1998 | RESTATED ARTICLES |
| 20235002007 | 12/21/1998 | PUB OF RESTATED ARTICLES |
| 11332016006 | 07/01/1999 | MERGER |
| 20244053012 | 08/02/1999 | PUB OF MERGER |
| | | |

| | | |
|-------------|------------|--|
| 31725000705 | 08/02/1999 | 99 ANNUAL REPORT |
| 31583001707 | 06/26/2000 | 00 ANNUAL REPORT |
| 31622002979 | 06/15/2001 | 01 ANNUAL REPORT |
| 31677000217 | 07/15/2002 | AGENT APPOINTMENT |
| 31683003794 | 08/13/2002 | 02 ANNUAL REPORT |
| 31741000852 | 07/11/2003 | 03 ANNUAL REPORT |
| 31768002464 | 12/09/2003 | AGENT APPOINTMENT |
| 31823001257 | 08/26/2004 | 04 ANNUAL REPORT |
| 31912002785 | 06/30/2005 | 05 ANNUAL REPORT |
| 31977000094 | 05/26/2006 | AGENT ADDRESS CHANGE |
| 11752003013 | 07/17/2006 | 2006 ANNUAL REPORT/MAIL RETURN |
| 32037000011 | 02/27/2007 | 06 ANNUAL REPORT |
| 32057003837 | 07/16/2007 | NOTICE OF PENDING ADMINISTRATIVE DISSOLUTION |
| 32074002006 | 07/27/2007 | 07 ANNUAL REPORT |
| 32159001482 | 08/20/2008 | 08 ANNUAL REPORT |

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 - [Arizona Corporation Commission Home Page](#)
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Exhibit 11

Exhibit 11

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Corporate Inquiry

File Number: F-1551616-4

[Check Corporate Status](#)

Corp. Name: LIBERTY UTILITIES (SUB) CORP

Domestic Address

12725 W. INDIAN SCHOOL RD.

SUITE D101

AVONDALE, AZ 85392

Foreign Address

% THE CORPORATION TRUST CO.

1209 ORANGE ST

WILMINGTON, DE 19801

Statutory Agent Information

Agent Name: CT CORPORATION SYSTEM

Agent Mailing/Physical Address:

2390 E CAMELBACK RD

PHOENIX, AZ 85016

Agent Status: APPOINTED 09/11/2009

Agent Last Updated: 04/02/2012

Additional Corporate Information

| | |
|---------------------------------------|--|
| Corporation Type: BUSINESS | Business Type: UTILITIES |
| Incorporation Date: 09/11/2009 | Corporate Life Period: PERPETUAL |
| Domicile: DELAWARE | County: MARICOPA |
| Approval Date: 09/16/2009 | Original Publish Date: 09/25/2009 |

Officer Information

| | |
|--|--|
| IAN ROBERTSON PRESIDENT 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO, CANADA L6H 7H7,XX XX Date of Taking Office: 09/11/2009 Last Updated: 07/07/2014 | DAVID BRONICHESKI SECRETARY 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO, CANADA L6H 7H7,XX XX Date of Taking Office: 09/11/2009 Last Updated: 07/07/2014 |
| DAVID BRONICHESKI TREASURER 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO, CANADA L6H 7H7,XX XX Date of Taking Office: 09/11/2009 Last Updated: 07/07/2014 | |

Director Information

| | |
|---|---|
| IAN ROBERTSON DIRECTOR 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO, CANADA L6H 7H7,XX XX Date of Taking Office: 09/11/2009 Last Updated: 07/07/2014 | GREGORY S SERENSEN DIRECTOR 12725 W INDIAN SCHOOL RD STE D-101 AVONDALE,AZ 85392 Date of Taking Office: 09/11/2009 Last Updated: 07/07/2014 |
|---|---|

Annual Reports

| | |
|---|---|
| Next Annual Report Due: 09/11/2015 | E-FILE An Annual Report Online << Click Here |
| FORMS For Annual Reports To Be Printed And Mailed | <p style="text-align: center;">NEW</p> <p style="text-align: center;">Subscribe to Annual Report Email Reminde</p> <p style="text-align: center;">NEW</p> |

| File Year | File Month | Date Received | Reason Returned | Date Returned | Extension |
|-----------|------------|---------------|-----------------|---------------|-----------|
| 2014 | 09 | 06/13/2014 | | | |

| | | | | | |
|------|----|------------|--|--|--|
| 2013 | 09 | 09/25/2013 | | | |
| 2012 | 09 | 09/07/2012 | | | |
| 2011 | 09 | 10/11/2011 | | | |
| 2010 | 09 | 05/16/2011 | | | |

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| Document Number | Description | Date Received |
|---|-------------------------------|---------------|
| <input type="button" value="02902484"/> | APPLICATION FOR AUTHORITY | 09/11/2009 |
| <input type="button" value="02937471"/> | PUB OF APPL FOR AUTHORITY | 09/25/2009 |
| <input type="button" value="03492293"/> | 10 ANNUAL REPORT | 05/16/2011 |
| <input type="button" value="03637524"/> | 11 ANNUAL REPORT | 10/11/2011 |
| <input type="button" value="03805459"/> | GLOBAL AGENT ADDRESS CHANGE | 03/06/2012 |
| <input type="button" value="04005764"/> | 12 ANNUAL REPORT | 09/07/2012 |
| <input type="button" value="04428814"/> | 13 ANNUAL REPORT | 09/25/2013 |
| <input type="button" value="04625358"/> | AMENDMENT | 04/02/2014 |
| <input type="button" value="04667480"/> | PUB OF APPL FOR NEW AUTHORITY | 04/21/2014 |
| <input type="button" value="04715429"/> | 14 ANNUAL REPORT | 06/13/2014 |

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Amendments

| Amendment Date | Amendment Type | Publish Date | Publish Exception |
|----------------|----------------|--------------|-------------------|
| 04/02/2014 | NAME CHANGE | | |

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Notices of Pending Revocation

(Click on gray button - if present - to view notice - will open in a new window)

| Date | Reason |
|---|--------------------------|
| <input type="button" value="04/05/2011"/> | DELINQUENT ANNUAL REPORT |

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Name Changes / Restructuring

| Description | Corporation Name | Date |
|--------------|-------------------|------------|
| CHANGED FROM | LIBERTY WATER CO. | 04/02/2014 |

Comments

| |
|--|
| ARIZONA KNOWN PLACE OF BUSINESS:12725 W. INDIAN SCHOOL #D101 |
| AVONDALE, AZ 85392 |

- [Corporate Name Search Instructions](#)
 - [General Web Site Usage Instructions](#)
 - [STARPAS Main Menu](#)
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-

Exhibit 12

Exhibit 12



Georgia

Secretary of State
Corporations Division



[Home](#)

LIBERTY UTILITIES ENERGY SOLUTIONS (CNG) CORP. Control Number: 14024940

[Main](#) [Reports](#) [Officers](#) [Filing History](#)

Officers

| Name | Address | Executing Officer | File Number | Actions |
|-----------------------|--|---|-------------|----------------------|
| LEEHR, RICHARD | 349 Winding Pond Road Londonderry, NH 03053 | Is Executing Officer?: Yes Executing Officer Type: Secretary | 16259971 | View |
| ROBERTSON, IAN | 354 Davis Road OAKVILLE ONTARIO L6J 2X1 CAN | Is Executing Officer?: Yes Executing Officer Type: CEO | 16259971 | View |
| SORENSEN, GREGORY S. | 12725 W. Indian School Rd. Suite D101 Avondale, AZ 85392 | Is Executing Officer?: Yes Executing Officer Type: CFO | 16259971 | View |

1 to 3 of 3 rows 15

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Exhibit 13

Exhibit 13



[Home](#)

LIBERTY UTILITIES SERVICE CORP. Control Number: 14016540

[Main](#) [Reports](#) [Officers](#) [Filing History](#)

Officers

| Name | Address | Executing Officer | File Number | Actions |
|-----------------------|--|---------------------------|-------------|----------------------|
| BRONICHESKI, DAVID | 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO, L6H 7H7 CAN | Is Executing Officer?: No | 16021332 | View |
| BRONICHESKI, DAVID | 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO, L6H 7H7 CAN | Is Executing Officer?: No | 16021332 | View |
| ROBERTSON, IAN | 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO L6H 7H7 CAN | Is Executing Officer?: No | 16021332 | View |


1 to 3 of 3 rows

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Exhibit 14

Exhibit 14

WWW.CYBERDRIVEILLINOIS.COM

JESSE WHITE
SECRETARY OF STATE



LLC MANAGERS

| | | | |
|----------------|---|-------------|----------|
| Entity Name | LIBERTY UTILITIES (FOX RIVER WATER) LLC | File Number | 01287028 |
| Name | Address | | |
| ROBERTSON, IAN | 2845 BRISTOL CIRCLE, OAKVILLE, ON - L6H 7H7 | | |

Close

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Exhibit 15

Exhibit 15



CORPORATION FILE DETAIL REPORT

| | | | |
|---------------------------------|---|-----------------------------|--|
| Entity Name | LIBERTY UTILITIES (MIDSTATES NATURAL GAS) CORP. | File Number | 68259827 |
| Status | NOT GOOD STANDING | | |
| Entity Type | CORPORATION | Type of Corp | FOREIGN BCA |
| Qualification Date (Foreign) | 03/13/2012 | State | MISSOURI |
| Agent Name | C T CORPORATION SYSTEM | Agent Change Date | 03/13/2012 |
| Agent Street Address | 208 SO LASALLE ST, SUITE 814 | President Name & Address | IAN ROBERTSON 2845 BRISTOL CIRCLE OAKVILLE ON CAN L6H 7H7 |
| Agent City | CHICAGO | Secretary Name & Address | DAVID BRONICHESKI 2845 BRISTOL CIR OAKVILLE ON CAN L6H 7H7 |
| Agent Zip | 60604 | Duration Date | PERPETUAL |
| Annual Report Filing Date | 00/00/0000 | For Year | 2015 |
| Assumed Name | ACTIVE - LIBERTY UTILITIES | | |
| Old Corp Name | 09/06/2013 - LIBERTY ENERGY (MIDSTATES) CORP. | | |

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Exhibit 16

Exhibit 16



CORPORATION FILE DETAIL REPORT

| | | | |
|------------------------------|---------------------------------|--------------------------|--|
| Entity Name | LIBERTY UTILITIES SERVICE CORP. | File Number | 69435629 |
| Status | NOT GOOD STANDING | | |
| Entity Type | CORPORATION | Type of Corp | FOREIGN BCA |
| Qualification Date (Foreign) | 03/18/2014 | State | DELAWARE |
| Agent Name | C T CORPORATION SYSTEM | Agent Change Date | 03/18/2014 |
| Agent Street Address | 208 SO LASALLE ST, SUITE 814 | President Name & Address | IAN ROBERTSON 2845 BRISTOL CIRCLE OAKVILLE ONTARIO CANADA |
| Agent City | CHICAGO | Secretary Name & Address | DAVID BONICHESKI 2845 BRISTOL CIRCLE OAKVILLE ONTARIO CANADA |
| Agent Zip | 60604 | Duration Date | PERPETUAL |
| Annual Report Filing Date | 00/00/0000 | For Year | 2015 |

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Exhibit 17

Exhibit 17



William Francis Galvin
Secretary of the Commonwealth of Massachusetts



Corporations Division

Business Entity Summary

ID Number: 001152740

[Request certificate](#)

[New search](#)

Summary for: LIBERTY UTILITIES (PIPELINE & TRANSMISSION) CORP.

| | | |
|--|------------------------|--|
| The exact name of the Foreign Corporation: LIBERTY UTILITIES (PIPELINE & TRANSMISSION) CORP. | | |
| Entity type: Foreign Corporation | | |
| Identification Number: 001152740 | | |
| Date of Registration in Massachusetts: 11-21-2014 | | |
| Last date certain: | | |
| Organized under the laws of: State: DE Country: USA on: 07-25-2014 | | |
| Current Fiscal Month/Day: 12/31 | | |
| The location of the Principal Office: | | |
| Address: 349 WINDING POND RD. City or town, State, Zip code, LONDONDERRY, NH 03053 USA Country: | | |
| The location of the Massachusetts office, if any: | | |
| Address: City or town, State, Zip code, Country: | | |
| The name and address of the Registered Agent: | | |
| Name: C T CORPORATION SYSTEM Address: 155 FEDERAL ST., STE 700 City or town, State, Zip code, BOSTON, MA 02110 USA Country: | | |
| The Officers and Directors of the Corporation: | | |
| Title | Individual Name | Address |
| PRESIDENT | RICHARD LEEHR | 349 WINDING POND RD. LONDONDERRY, NH 03053 USA |
| TREASURER | GREGORY S. SORENSEN | 12725 W. INDIAN SCHOOL RD. SUITE D101 |

| | | |
|-----------|---------------------|---|
| | | AVONDALE, AZ 85392 USA |
| SECRETARY | GREGORY S. SORENSEN | 12725 W. INDIAN SCHOOL RD. SUITE D101 AVONDALE, AZ 85392 USA |
| DIRECTOR | GREGORY S. SORENSEN | 12725 W. INDIAN SCHOOL RD, SUITE D101 AVONDALE, AZ 85392 USA |
| DIRECTOR | RICHARD LEEHR | 349 WINDING POND ROAD LONDONDERRY, NH 03053 USA |
| DIRECTOR | IAN ROBERTSON | 354 DAVIS ROAD, SUITE 100 OAKVILLE, ONTARIO, L6J 2X1 CAN |

Business entity stock is publicly traded:

The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:

| Class of Stock | Par value per share | Total Authorized | | Total issued and outstanding |
|----------------|---------------------|------------------|-----------------|------------------------------|
| | | No. of shares | Total par value | No. of shares |
| | | | | |

Consent Confidential Data Merger Allowed Manufacturing

View filings for this business entity:

- ALL FILINGS
- Amended Foreign Corporations Certificate
- Annual Report
- Annual Report - Professional
- Application for Reinstatement

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

Exhibit 18

Exhibit 18



William Francis Galvin
Secretary of the Commonwealth of Massachusetts



Corporations Division

Business Entity Summary

ID Number: 046044459

[Request certificate](#)

[New search](#)

Summary for: LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.

The exact name of the Domestic Profit Corporation: LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.

The name was changed from: LIBERTY SERVICES (MASSACHUSETTS) CORP. **on** 06-19-2014

The name was changed from: NEW ENGLAND GAS APPLIANCE COMPANY **on** 12-20-2013

The name was changed from: FALL RIVER GAS APPLIANCE COMPANY, INC. **on** 09-09-2005

Entity type: Domestic Profit Corporation

Identification Number: 046044459

Old ID Number:

Date of Organization in Massachusetts:
12-30-1955

Last date certain:

Current Fiscal Month/Day: 12/31

Previous Fiscal Month/Day: 12/31

The location of the Principal Office:

Address: 36 5TH ST.

City or town, State, Zip code, FALL RIVER, RI 02720 USA

Country:

The name and address of the Registered Agent:

Name: C T CORPORATION SYSTEM

Address: 155 FEDERAL ST., STE 700

City or town, State, Zip code, BOSTON, MA 02110 USA

Country:

The Officers and Directors of the Corporation:

| Title | Individual Name | Address |
|-----------|------------------|---|
| PRESIDENT | GREGORY SORENSEN | 12725 W. INDIAN SCHOOL RD. SUITE D-101 AVONDALE, AZ 85392 USA |
| TREASURER | RICHARD LEEHR | 15 BUTTRICK RD. LONDONDERRY, NH 03053 USA |
| SECRETARY | RICHARD LEEHR | 15 BUTTRICK RD. LONDONDERRY, NH 03053 USA |

| | | |
|----------|------------------|---|
| DIRECTOR | IAN ROBERTSON | 2845 BRISTOL CIRCLE OAKVILLE, ONTARIO, L6H 7H7 CAN |
| DIRECTOR | GREGORY SORENSEN | 12725 W. INDIAN SCHOOL RD. SUITE D- 101 AVONDALE, AZ 85392 USA |
| DIRECTOR | RICHARD LEEHR | 15 BUTTRICK RD. LONDONDERRY, NH 03053 USA |

Business entity stock is publicly traded:

The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:

| Class of Stock | Par value per share | Total Authorized | | Total issued and outstanding |
|----------------|---------------------|------------------|--------------------|---------------------------------|
| | | No. of shares | Total par value | No. of shares |
| CWP | \$ 1.00 | 50,000 | \$ 50000.00 | 50,000 |

Consent Confidential Data Merger Allowed Manufacturing

Note: Additional information that is not available on this system is located in the Card File.

View filings for this business entity:

ALL FILINGS

Administrative Dissolution
Annual Report
Application For Revival
Articles of Amendment

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

Exhibit 19

Exhibit 19



William Francis Galvin
Secretary of the Commonwealth of Massachusetts



Corporations Division

Business Entity Summary

ID Number: 001123120

[Request certificate](#)

[New search](#)

Summary for: **LIBERTY UTILITIES SERVICE CORP.**

| The exact name of the Foreign Corporation: LIBERTY UTILITIES SERVICE CORP. | | |
|---|-------------------|--|
| Entity type: Foreign Corporation | | |
| Identification Number: 001123120 | | |
| Date of Registration in Massachusetts: 12-13-2013 | | |
| Last date certain: | | |
| Organized under the laws of: State: DE Country: USA on: 07-19-2012 | | |
| Current Fiscal Month/Day: 01/31 | | |
| The location of the Principal Office: | | |
| Address: 11 NORTHEASTERN BLVD | | |
| City or town, State, Zip code, SALEM, NH 03079 USA | | |
| Country: | | |
| The location of the Massachusetts office, if any: | | |
| Address: | | |
| City or town, State, Zip code, | | |
| Country: | | |
| The name and address of the Registered Agent: | | |
| Name: C T CORPORATION SYSTEM | | |
| Address: 155 FEDERAL ST., STE 700 | | |
| City or town, State, Zip code, BOSTON, MA 02110 USA | | |
| Country: | | |
| The Officers and Directors of the Corporation: | | |
| Title | Individual Name | Address |
| PRESIDENT | IAN ROBERTSON | 2845 BRISTOL CIR. OAKVILLE, ON, FF L6H 7H7 CAN |
| TREASURER | DAVID BRONICHESKI | 2845 BRISTOL CIR. OAKVILLE, ON, FF L6H 7H7 CAN |

| | | |
|-----------|---------------------|--|
| SECRETARY | DAVID BRONICHESKI | 2845 BRISTOL CIR. OAKVILLE, ON, FF L6H 7H7 CAN |
| DIRECTOR | IAN ROBERTSON | 2845 BRISTOL CIR. OAKVILLE, ON, FF L6H 7H7 CAN |
| DIRECTOR | GREGORY S. SORENSEN | 2845 BRISTOL CIR. OAKVILLE, ON, FF L6H 7H7 CAN |
| DIRECTOR | GREGORY S. SORENSEN | 12725 W. INDIAN SCHOOL RD. SUITE D101 AVONDALE, AZ 85392 USA |

Business entity stock is publicly traded:

The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:

| Class of Stock | Par value per share | Total Authorized | | Total issued and outstanding |
|----------------|---------------------|------------------|-----------------|------------------------------|
| | | No. of shares | Total par value | No. of shares |
| | | | | |

Consent Confidential Data Merger Allowed Manufacturing

View filings for this business entity:

- ALL FILINGS
- Amended Foreign Corporations Certificate
- Annual Report
- Annual Report - Professional
- Application for Reinstatement

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

Exhibit 20

Exhibit 20



William Francis Galvin
Secretary of the Commonwealth of Massachusetts



Corporations Division

Business Entity Summary

ID Number: 001121071

[Request certificate](#)

[New search](#)

Summary for: LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP.

The exact name of the Foreign Corporation: LIBERTY UTILITIES (NEW ENGLAND NATURAL GAS COMPANY) CORP.

The name was changed from: PLAZA MASSACHUSETTS ACQUISITION, INC. **on** 12-19-2013

Entity type: Foreign Corporation

Identification Number: 001121071

Date of Registration in Massachusetts: 11-15-2013

Last date certain:

Organized under the laws of: State: DE **Country:** USA **on:** 12-12-2012

Current Fiscal Month/Day: 12/31

The location of the Principal Office:

Address: 36 FIFTH STREET

City or town, State, Zip code, FALL RIVER, MA 02721 USA
Country:

The location of the Massachusetts office, if any:

Address:

City or town, State, Zip code,
Country:

The name and address of the Registered Agent:

Name: C T CORPORATION SYSTEM

Address: 155 FEDERAL ST., STE 700

City or town, State, Zip code, BOSTON, MA 02110 USA
Country:

The Officers and Directors of the Corporation:

| Title | Individual Name | Address |
|-----------|-----------------|--|
| PRESIDENT | JAMES SWEENEY | 36 FIFTH STREET FALL RIVER, MA 02721 USA |

| | | |
|-----------------|----------------------|--|
| TREASURER | RONALD RICHIE | 36 FIFTH STREET FALL RIVER, MA 02721 USA |
| SECRETARY | RONALD RICHIE | 36 FIFTH STREET FALL RIVER, MA 02721 USA |
| DIRECTOR | GREGORY SORENSEN | 12725 INDIAN SCHOOL RD, SUITE D101 AVONDALE, AZ 85392 USA |
| DIRECTOR | RICHARD LEEHR | 15 BUTTRICK ROAD LONDONDERRY, NH 03053 USA |
| DIRECTOR | IAN ROBERTSON | 354 DAVIS ROAD OAKVILLE, ONTARIO, L6J 2X1 CAN |

Business entity stock is publicly traded:

The total number of shares and the par value, if any, of each class of stock which this business entity is authorized to issue:

| Class of Stock | Par value per share | Total Authorized | | Total issued and outstanding |
|----------------|---------------------|------------------|--------------------|---------------------------------|
| | | No. of shares | Total par value | No. of shares |
| | | | | |

Consent **Confidential Data** **Merger Allowed** **Manufacturing**

View filings for this business entity:

ALL FILINGS

Amended Foreign Corporations Certificate
Annual Report
Annual Report - Professional
Application for Reinstatement

[View filings](#)

Comments or notes associated with this business entity:

[New search](#)

Exhibit 21

Exhibit 21



State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
LC0608965
Date Filed: 07/17/2013
Jason Kander
Secretary of State

Amendment of Articles of Organization

(Submit with filing fee of \$25.00)

Charter #: LC0608965

1. The current name of the limited liability company is ALGONQUIN WATER RESOURCES OF MISSOURI, LLC

2. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____

(Date may not be more than 90 days after the filing date in this Office)

3. State date of occurrence that required this amendment: 07/16/2013
Month/Day/Year

4. The articles of organization are hereby amended as follows:
The name of the entity has been changed to: Liberty Utilities (Missouri Water) LLC

5. (Check if applicable) This amendment is required to be filed because:
- management of the limited liability company is vested in one or more managers where management had not been so previously vested.
 - management of the limited liability company is no longer vested in one or more managers where management was previously so vested.
 - a change in the name of the limited liability company.
 - a change in the time set forth in the articles of organization for the limited liability company to dissolve.

6. This amendment is (check either or both):
- authorized under the operating agreement
 - required to be filed under the provisions of RSMo Chapter 347

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

[Signature] Ian Robertson Manager July 16, 2013
Authorized Signature Printed Name Title Date

Authorized Signature Printed Name Date

Authorized Signature Printed Name Date

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

State of Missouri
Amend/Restate - LLC/LP/LLP/LLLP 1 Page(s)



T1319860602

State of Missouri



Jason Kander
Secretary of State

AMENDED ARTICLES OF ORGANIZATION

WHEREAS,

Liberty Utilities (Missouri Water) LLC
LC0608965

Formerly,

ALGONQUIN WATER RESOURCES OF MISSOURI, LLC

filed its amended Articles of Organization with this office and WHEREAS that filing was found to conform to the Missouri Limited Liability Company Act;

NOW, THEREFORE, I, JASON KANDER, Secretary of State of Missouri, by virtue of authority vested in me by law do hereby certify and declare that the above entity's Articles of Organization are amended.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 17th day of July, 2013.

A handwritten signature in cursive script that reads "Jason Kander".

Secretary of State



Exhibit 22

Exhibit 22



State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

Application for Certificate of Authority For a Foreign For-Profit Corporation

(Submit with filing fee of \$155.00)

1. The corporation's name is Liberty Utilities Energy Solutions (Appliance) Corp.
and it is organized and existing under the laws of Massachusetts
2. The name it will use in Missouri is Liberty Utilities Energy Solutions (Appliance) Corp.
3. The date of its incorporation was 12/30/1955, and the period of its duration is perpetual.
month/day/year
4. The address of its principal place of business is 36 5th Street Fall River MA 02720
Address City/State/Zip
5. The name and physical address of its registered agent and office in the State of Missouri is
CT Corporation System 120 South Central Avenue Clayton, MO 63105
Name Address City/State/Zip
6. The specific purpose(s) of its business in Missouri are:
Leasing of HVAC and solar equipment

7. The name of its officers and directors and their business addresses are as follows:

| Officers | Name | Address | City/State/Zip |
|----------------|---------------------|---------------------------------------|----------------------|
| President | Gregory S. Sorensen | 12725 W Indian School Rd. Suite D-101 | Avondale AZ 85392 |
| Vice President | | | |
| Secretary | Richard Leehr | 15 Buttrick Road | Londonderry NH 03053 |
| Treasurer | Richard Leehr | 15 Buttrick Road | Londonderry NH 03053 |

Board of Directors

| | | | |
|----------|---------------------|---------------------------------------|----------------------|
| Director | Gregory S. Sorensen | 12725 W Indian School Rd. Suite D-101 | Avondale AZ 85392 |
| Director | Richard Leehr | 15 Buttrick Road | Londonderry NH 03053 |
| Director | Ian Robertson | 2845 Bristol Circle, Oakville, ON | Canada L6H 7H7 |
| Director | | | |
| Director | | | |

(Please see next page)

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____

ORI-10152014-0817 State of Missouri
No of Pages 3 Pages



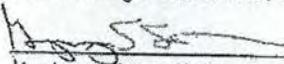
Creation - For Profit (F)

8. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

| | | | |
|---|----------------------|--------------|--------------------|
|  | Gregory S. Sorensen, | President | September 19, 2014 |
| <i>Must be an Officer or Chairman listed in #7</i> | <i>Printed Name</i> | <i>Title</i> | <i>Date</i> |

Note: A current (not more than 60 days old) original certificate of good standing or certificate of existence must be submitted with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters in the state of domicile.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

Date: September 24, 2014

To Whom It May Concern :

I hereby certify that according to the records of this office,

LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.

is a domestic corporation organized on **December 30, 1955** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 14099560040

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: nmc

STATE OF MISSOURI



Jason Kander
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.
F001320732

has complied with the Missouri General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of the State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Massachusetts.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 29th day of September, 2014.


Secretary of State



Jason Kander Secretary of State
 2014-2015 BIENNIAL REGISTRATION REPORT
 BUSINESS

F001320732
Date Filed: 2/25/2015
Jason Kander
Missouri Secretary of State

I ELECT TO FILE A BIENNIAL REGISTRATION REPORT

* SECTION 1, 3 & 4 ARE REQUIRED

REPORT DUE BY: 12/31/2014

F001320732
 LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.
 C T CORPORATION SYSTEM
 120 SOUTH CENTRAL AVE
 CLAYTON MO 63105

| | |
|--|--|
| RENEWAL MONTH: SEPTEMBER | |
| <input checked="" type="checkbox"/> I OPT TO CHANGE THE CORPORATION'S RENEWAL MONTH TO DECEMBER FOR A \$25.00 FEE | |
| 1 | PRINCIPAL PLACE OF BUSINESS OR CORPORATE HEADQUARTERS: * |
| | 12725 W. Indian School Rd, Suite D101 (Required) |
| | STREET Avondale AZ 85392 CITY / STATE ZIP |

2 If changing the registered agent and/or registered office address, please check the appropriate box(es) and fill in the necessary information.

The new registered agent

IF CHANGING THE REGISTERED AGENT, AN ORIGINAL WRITTEN CONSENT FROM THE NEW REGISTERED AGENT MUST BE ATTACHED AND FILED WITH THIS REGISTRATION REPORT.

The new registered office address

Must be a Missouri address, PO Box alone is not acceptable. This section is not applicable for Banks, Trusts and Foreign Insurance.

| OFFICERS | | BOARD OF DIRECTORS | |
|---|--|---|--|
| NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT ACCEPTABLE). MUST LIST PRESIDENT AND SECRETARY BELOW | | NAME AND PHYSICAL ADDRESS (P.O. BOX ALONE NOT ACCEPTABLE). MUST LIST AT LEAST ONE DIRECTOR BELOW | |
| | A | | B |
| <u>PRESIDENT</u> | Sorensen, Gregory S. 12725 W. Indian School Rd, Suite D101 STREET Avondale AZ 85392 CITY/STATE/ZIP | <u>NAME</u> | Robertson, Ian 354 Davis Road, Suite 100 STREET Oakville, Ontario, L6J 2X1 XXXXX CITY/STATE/ZIP |
| <u>SECRETARY</u> | Leehr, Richard 15 Buttrick Road STREET Londonderry NH 03053 CITY/STATE/ZIP | <u>NAME</u> | Sorensen, Gregory S. 12725 W. Indian School Rd. Suite D101 STREET Avondale AZ 85392 CITY/STATE/ZIP |
| <u>TREASURER</u> | Leehr, Richard 15 Buttrick Road STREET Londonderry NH 03053 CITY/STATE/ZIP | <u>NAME</u> | Leehr, Richard 15 Buttrick Road STREET Londonderry NH 03053 CITY/STATE/ZIP |
| <u>OFFICER</u> | Pacheco, John 36 Fifth Street STREET Fall River MA 02721 CITY/STATE/ZIP | <u>NAME</u> | |

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS ARE ATTACHED

4 The undersigned understands that false statements made in this report are punishable for the crime of making a false declaration under Section 576.060 RSMo. Photocopy or stamped signature not acceptable. *

Authorized party or officer sign here: Anne Francis (Required)

Please print name and title of signer: Anne Francis / Other
 NAME TITLE

REGISTRATION REPORT FEE IS:

___ \$40.00 If filed on or before 12/31/2014
 ___ \$55.00 If filed on or before 1/31/2015
 ___ \$70.00 If filed on or before 2/28/2015
 ___ \$85.00 If filed on or before 3/31/2015
 ADD AN ADDITIONAL \$25.00 FEE IF CHANGING THE RENEWAL MONTH.

WHEN THIS FORM IS ACCEPTED BY THE SECRETARY OF STATE, BY LAW IT WILL BECOME A PUBLIC DOCUMENT AND ALL INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE

E-MAIL ADDRESS (OPTIONAL): Anne.Francis@AlgonquinPower.com

Exhibit 23

Exhibit 23

File Number:
 F01384917
 Date Filed: 03/12/2014
 Jason Kander
 Secretary of State



State of Missouri
 Jason Kander, Secretary of State

Corporations Division
 PO Box 778 / 600 W. Main St., Rm. 322
 Jefferson City, MO 65102

**Application for Certificate of Authority
 For a Foreign For-Profit Corporation**
 (Submit with filing fee of \$155.00)

- The corporation's name is Liberty Utilities Service Corp.
 and it is organized and existing under the laws of Delaware
- The name it will use in Missouri is Liberty Utilities Service Corp.
- The date of its incorporation was 07/19/2012, and the period of its duration is perpetual.
month/day/year
- The address of its principal place of business is 12725 W. Indian School Road, Suite D101, Avondale, AZ 85392
Address City/State/Zip
- The name and physical address of its registered agent and office in the State of Missouri is
CT Corporation System 120 S Central Avenue Clayton, MO 63105
Name Address City/State/Zip
- The specific purpose(s) of its business in Missouri are: Natural Gas Utility

7. The name of its officers and directors and their business addresses are as follows:

| Officers | Name | Address | City/State/Zip |
|----------------|-------------------|---------------------|-----------------------------|
| President | Ian Robertson | 2845 Bristol Circle | Oakville, ON Canada L6H 7H7 |
| Vice President | | | |
| Secretary | David Bronicheski | 2845 Bristol Circle | Oakville, ON Canada L6H 7H7 |
| Treasurer | David Bronicheski | 2845 Bristol Circle | Oakville, ON Canada L6H 7H7 |

Board of Directors

| | | | |
|----------|------------------|--|-----------------------------|
| Director | Ian Robertson | 2845 Bristol Circle | Oakville, ON Canada L6H 7H7 |
| Director | Gregory Sorensen | 12 725 W. Indian School Road, Suite D101 | Avondale, AZ 85392 |
| Director | | | |
| Director | | | |
| Director | | | |

(Please see next page)

Name and address to return filed document:

Name: _____

Address: _____

City, State, and Zip Code: _____



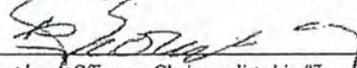
8. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise

indicated:

(Date may not be more than 90 days after the filing date in this office)

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

| | | | |
|---|---------------------|------------------------------|---------------|
|  | David Bronicheski | CFO, Treasurer and Secretary | March 10, 201 |
| <i>Must be an Officer or Chairman listed in #7</i> | <i>Printed Name</i> | <i>Title</i> | <i>Date</i> |

Note: A current (not more than 60 days old) original certificate of good standing or certificate of existence must be submitted with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters in the state of domicile.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIBERTY UTILITIES SERVICE CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF MARCH, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

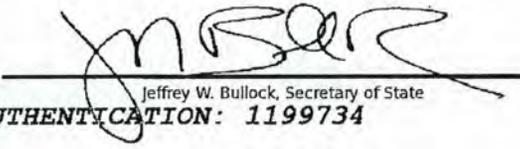
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

5186666 8300

140319693

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1199734

DATE: 03-12-14

State of Missouri



Jason Kander
Secretary of State

CERTIFICATE OF AUTHORITY

WHEREAS,

LIBERTY UTILITIES SERVICE CORP.
F01384917

using in Missouri the name

LIBERTY UTILITIES SERVICE CORP.

has complied with the General and Business Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Delaware.

NOW, THEREFORE, I, JASON KANDER, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Corporations under the General and Business Corporation Law of Missouri.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
12th day of March, 2014.

A handwritten signature in cursive script that reads "Jason Kander".

Secretary of State



Exhibit 24

Exhibit 24



State of Missouri

Jason Kander, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
01140562
Date Filed: 09/04/2013
Jason Kander
Secretary of State

Amendment of Articles of Incorporation for a General Business or Close Corporation

(Submit with \$25.00 filing fee; if increasing # of shares, please see fee schedule for appropriate fee.)

Pursuant to the provisions of the General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

1. The present name of the Corporation is Liberty Energy (Midstates) Corp.

The name under which it was originally organized was Liberty Energy (Midstates) Corp.

2. An amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on 08/30/2013

_____ month/day/year

3. Article Number 1st is amended to read as follows:

The Name of the entity has been changes to: Liberty Utilities (Midstates Natural Gas) Corp.

(If more than one article is to be amended or more space is needed attach additional pages)

(Please see next page)

| |
|--|
| Name and address to return filed document: |
| Name: _____ |
| Address: _____ |
| City, State, and Zip Code: _____ |

State of Missouri
Amend/Restate - Gen Bus 2 Page(s)



T1324718016

4. Of the 6700 common shares outstanding, 6700 common of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

| Class | Number of Outstanding Shares |
|---------------|------------------------------|
| <u>common</u> | <u>6700 common</u> |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

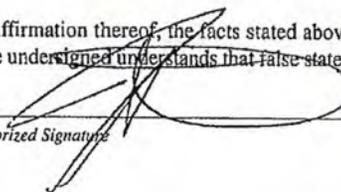
5. The number of shares voted for and against the amendment was as follows:

| Class | No. Voted For | No. Voted Against |
|---------------|--------------------|-------------------|
| <u>common</u> | <u>6700 common</u> | <u>0</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

6. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, the following is a statement of the manner in which such reduction shall be effected:

7. If the effective date of the amendment is to be a date other than the date of filing of the certificate of amendment with the Secretary of State, then the effective date, which shall be no more than 90 days following the filing date, shall be specified: _____

In Affirmation thereof, the facts stated above are true and correct:
 (The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)


Ian Robertson
President
8/29/13

Authorized Signature
Printed Name
Title
Date

State of Missouri



Jason Kander
Secretary of State

CERTIFICATE OF AMENDMENT

WHEREAS,

Liberty Utilities (Midstates Natural Gas) Corp.
01140562

Formerly,

Liberty Energy (Midstates) Corp.

A corporation organized under The General and Business Corporations Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation under The General Business Corporation Law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
4th day of September, 2013.

A handwritten signature in cursive script, appearing to read "Jason Kander", is written over a horizontal line.

Secretary of State



Exhibit 25

Exhibit 25



State of New Hampshire 2014 ANNUAL REPORT

The following information shall be given as of January 1
preceeding the due date Pursuant to RSA 293-A:16.22.
REPORT DUE BY April 1, 2014
ANNUAL REPORTS RECEIVED AFTER THE DUE DATE
WILL BE ASSESSED A LATE FEE.

Filed
Date Filed: 01/22/2014
Business ID: 14010
William M. Gardner
Secretary of State

LIBERTY UTILITIES (GRANITE STATE ELECTRIC) CORP.

2845 BRISTOL CIRCLE
OAKVILLE, XX L6H 7H7

ADDRESS OF PRINCIPAL OFFICE:

11 NORTHEASTERN BOULEVARD
SALEM, NH 03079

REGISTERED AGENT AND OFFICE:

KNOWLTON, SARAH B.
11 NORTHEASTERN BOULEVARD
SALEM, NH 03079

ENTITY TYPE: CORPORATION
BUSINESS ID: 14010
STATE OF DOMICILE: NEW HAMPSHIRE

PUBLIC UTILITY (1997 AR)

If changing the mailing or principal office address, please check the appropriate box and fill in the necessary information.

- The new mailing address _____
 The new principal office address _____

PO Box is acceptable.

OFFICERS

NAME AND BUSINESS ADDRESS (P.O. BOX ACCEPTABLE).
(MUST LIST AT LEAST ONE OFFICER BELOW)

PRES. **Ian E. Robertson**
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada Xx L6h 7h7
OTHE. **Ian E. Robertson**
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada Xx L6h 7h7
V-PRES. Christopher K. Jarratt
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, Oh Canada Xx L6h 7h7
TREAS. David J. Bronicheski
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada Xx L6h 7h7

NAMES AND ADDRESSES OF ADDITIONAL OFFICERS AND DIRECTORS ARE ATTACHED

BOARD OF DIRECTORS

NAME AND BUSINESS ADDRESS (P.O. BOX ACCEPTABLE).
(MUST LIST AT LEAST ONE DIRECTOR BELOW)

DIR. **Ian E. Robertson**
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada Xx L6h 7h7
DIR. Gregory S. Sorensen
STREET 12725 W. Indian School Rd. Suite D101
CITY/STATE/ZIP Avondale Az 85392
NAME
STREET
CITY/STATE/ZIP
NAME
STREET
CITY/STATE/ZIP

To be signed by an officer, director, or any other person authorized by the board of directors.
I, the undersigned, do hereby certify that the statements on this report are true to the best of my information, knowledge and belief.

Sign here: David J. Bronicheski

Please print name and title of signer: David J. Bronicheski / TREASURER
NAME TITLE

FEE DUE: \$100.00

E-MAIL ADDRESS (OPTIONAL):



1401020141004

WHEN THIS FORM IS ACCEPTED BY THE SECRETARY OF STATE, BY LAW IT WILL BECOME A
PUBLIC DOCUMENT AND ALL INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE
REQUIRED INFORMATION MUST BE COMPLETE OR THE REGISTRATION REPORT WILL BE REJECTED

MAKE CHECK PAYABLE TO SECRETARY OF STATE

RETURN COMPLETED REPORT AND PAYMENT TO:

New Hampshire Department of State, Annual Reports, 107 N. Main St., Room 204, Concord, NH 03301

2014 ANNUAL REPORT

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS:

SECRETARY

DAVID J. BRONICHESKI
2845 BRISTOL CIRCLE
OAKVILLE, ON CANADA, XX L6h 7h7

OTHER

DAVID J. BRONICHESKI
2845 BRISTOL CIRCLE
OAKVILLE, ON CANADA, XX L6h 7h7

PRESIDENT

DICK LEEHR
11 NORTHEASTERN BLVD
SALEM, NH 03079

Exhibit 26

Exhibit 26

State of New Hampshire

Filed
Date Filed: 12/02/2014
Business ID: 718282
William M. Gardner
Secretary of State

Filing fee: \$50.00
Fee for Form SRA: \$50.00
Total fees \$100.00
Use black print or type.

Form 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the corporation is Liberty Utilities (Pipeline & Transmission) Corp.

SECOND: The name which it elects to use in New Hampshire is _____
Liberty Utilities (Pipeline & Transmission) Corp.

THIRD: It is incorporated under the laws of Delaware

FOURTH: The date of its incorporation is 07/25/2014 and the period of its duration is
perpetual

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is _____
349 Winding Pond Road, Londonderry, NH 03053

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is C T Corporation System
_____ and the complete address (including zip code
and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address)
9 Capitol Street, Concord, NH 03301

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are To own natural gas and electric transmission assets.

State of New Hampshire
Form 40 - Application for Certificate of Authority 9 Page(s)



T1433745008



Liberty Utilities

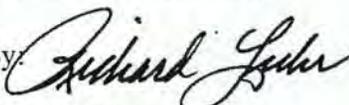
11 Buttrick Road
Londonderry, NH
USA 03063
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

Liberty Utilities Service Corp. a Corporation organized under the laws of the State of Delaware, hereby consents to the use of the name to **Liberty Utilities (Pipeline & Transmission) Corp.** in the state of New Hampshire.

IN WITNESS WHEREOF, the said **Liberty Utilities Service Corp.** has caused this consent to be executed by Richard Leehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Utilities Service Corp.

By: 

Name: Richard Leehr
Title: Treasurer & Secretary



Liberty Utilities[®]

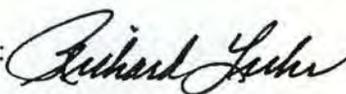
11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

Liberty Utilities (Granite State Electric) Corp. a Corporation organized under the laws of the State of New Hampshire, hereby consents to the use of the name to Liberty Utilities (Pipeline & Transmission) Corp. in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Utilities (Granite State Electric) Corp. has caused this consent to be executed by Richard Leehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Utilities (Granite State Electric) Corp.

By: 

Name: Richard Leehr
Title: Treasurer & Secretary



Liberty Utilities®

11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

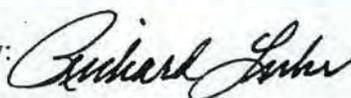
CONSENT TO THE USE OF NAME

Liberty Utilities (Energy North Natural Gas) Corp. a Corporation organized under the laws of the State of ~~NH~~, hereby consents to the use of the name to Liberty Utilities (Pipeline & Transmission) Corp. in in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Utilities (Energy North Natural Gas) Corp.

has caused this consent to be executed by Richard Leehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Utilities (Energy North Natural Gas) Corp.

By: 

Name: Richard Leehr

Title: Treasurer & Secretary



Liberty Utilities[®]

11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

registered by Liberty Energy Utilities (New Hampshire) Corp.,

Liberty Utilities a Domestic Trade Name organized under the laws of the State of

New Hampshire, hereby consents to the use of the name to Liberty Utilities (Pipeline &

Transmission) Corp. in in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Utilities has caused this consent to be executed

by Richard Lehr, its Treasurer & Secretary, this 27th day of October 2014.

^{Energy}
Liberty Utilities (New Hampshire) Corp
dba Liberty Utilities

By 

Name: Richard Lehr
Title: Treasurer & Secretary



Liberty Utilities®

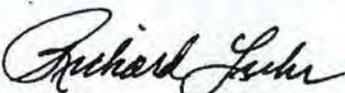
11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

Liberty Energy Utilities (New Hampshire) Corp. a Corporation organized under the laws of the State of New Hampshire, hereby consents to the use of the name to Liberty Utilities (Pipeline & Transmission) Corp. in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Energy Utilities (New Hampshire) Corp. has caused this consent to be executed by Richard Lehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Energy Utilities (New Hampshire) Corp.

By: 

Name: Richard Lehr

Title: Treasurer & Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LIBERTY UTILITIES (PIPELINE & TRANSMISSION) CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWELFTH DAY OF NOVEMBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

5575554 8300

141401828

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1858487

DATE: 11-12-14

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: Liberty Utilities (Pipeline & Transmission) Corp.
Business Address (include city, state, zip): 349 Winding Pond Road, Londonderry, NH 03053
Telephone Number: 905-465-4855 E-mail: Anne.Francis@AlgonquinPower.com
Contact Person: Anne Francis
Contact Person Address (if different): 354 Davis Road, Oakville, ON Canada L6J 2X1

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected. [PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has **10 or fewer owners**; and
 - B) Advertising **relating to the sale of ownership interests** has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____
3. This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____
4. This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III – Check ONE of the following items in Part III:

1. This business **is not being** formed in New Hampshire.
2. This business **is** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

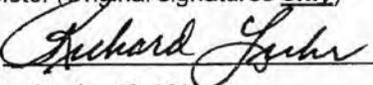
| | |
|------------------------------------|--|
| Name (print): <u>Richard Leehr</u> | Signature: <u></u> |
| | Date signed: <u>October 29, 2014</u> |
| Name (print): _____ | Signature: _____ |
| | Date signed: _____ |
| Name (print): _____ | Signature: _____ |
| | Date signed: _____ |

Exhibit 27

Exhibit 27

State of New Hampshire

Filed
Date Filed: 12/02/2014
Business ID: 718280
William M. Gardner
Secretary of State

Filing fee: \$50.00
Fee for Form SRA: \$50.00
Total fees \$100.00
Use black print or type.

Form 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the corporation is Liberty Utilities Energy Solutions (Appliance) Corp.

SECOND: The name which it elects to use in New Hampshire is Liberty Utilities Energy Solutions (Appliance) Corp.

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is 12/30/1955 and the period of its duration is perpetual

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is 36 5th St., Fall River, MA 02720

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is C T Corporation System and the complete address (including zip code and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address) 9 Capitol Street, Concord, NH 03301

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are Leasing of HVAC equipment and rooftop solar technologies

State of New Hampshire
Form 40 - Application for Certificate of Authority 9 Page(s)

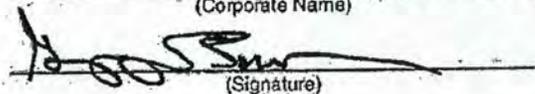


T1433745003

NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|----------------------------|----------------------------------|--|
| OFFICERS | | |
| <u>Gregory S. Sorensen</u> | <u>President</u> | <u>12725 W Indian School Road</u> <u>Avondale, AZ 85392</u> |
| <u>Richard Leehr</u> | <u>Treasurer & Secretary</u> | <u>15 Buttrick Road</u> <u>Londonderry, NH 03053</u> |
| DIRECTORS | | |
| <u>Gregory S. Sorensen</u> | <u>Director</u> | <u>12725 W Indian School Rd. Suite D-101</u> <u>Avondale AZ 85392</u> |
| <u>Richard Leehr</u> | <u>Director</u> | <u>15 Buttrick Road</u> <u>Londonderry NH 03053</u> |
| <u>Ian Robertson</u> | <u>Director</u> | <u>2845 Bristol Circle</u> <u>Oakville, ON L6H 7H7 Canada</u> |

Liberty Utilities Energy Solutions (Appliance) Corp.
(Corporate Name)


(Signature)

Gregory S. Sorensen
(Print or type name)

President
(Title)

Date signed: September 19, 2014

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here:
Anne.Francis@AlgonquinPower.com

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, **DATED AND SIGNED ORIGINAL AND FORM SRA** to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

Date: September 24, 2014

To Whom It May Concern :

I hereby certify that according to the records of this office,

LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.

is a domestic corporation organized on **December 30, 1955** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 14099560040

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: nmc



Liberty Utilities®

11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

registered by Liberty Energy Utilities (New Hampshire) Corp.

Liberty Utilities a Domestic Trade Name organized under the laws of the State of

New Hampshire, hereby consents to the use of the name to Liberty Utilities Energy

Solutions (Appliance) Corp. in in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Utilities has caused this consent

to be executed by Richard Leehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Energy Utilities (New Hampshire) Corp
&ba Liberty Utilities

By: 

Name: Richard Leehr
Title: Treasurer & Secretary



Liberty Utilities[®]

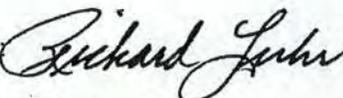
11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

Liberty Utilities Service Corp. a Corporation organized under the laws of the State of Delaware, hereby consents to the use of the name to Liberty Utilities Energy Solutions (Appliance) Corp. in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Utilities Service Corp. has caused this consent to be executed by Richard Lehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Utilities Service Corp.

By 

Name: Richard Lehr

Title: Treasurer & Secretary



Liberty Utilities®

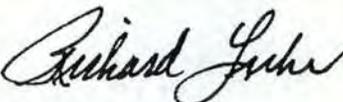
11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

Liberty Utilities (Granite State Electric) Corp. a Corporation organized under the laws of the State of New Hampshire, hereby consents to the use of the name to Liberty Utilities Energy Solutions (Appliance) Corp. in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Utilities (Granite State Electric) Corp. has caused this consent to be executed by Richard Leehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Utilities (Granite State Electric) Corp.

By: 

Name: Richard Leehr
Title: Treasurer & Secretary



Liberty Utilities[®]

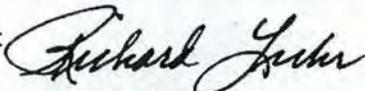
11 Bultrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

Liberty Energy Utilities (New Hampshire) Corp. a Corporation organized under the laws of the State of New Hampshire, hereby consents to the use of the name to Liberty Utilities Energy Solutions (Appliance) Corp. in the state of New Hampshire.

IN WITNESS WHEREOF, the said Liberty Energy Utilities (New Hampshire) Corp. has caused this consent to be executed by Richard Leehr, its Treasurer & Secretary, this 27th day of October 2014.

Liberty Energy Utilities (New Hampshire) Corp.

By: 

Name: Richard Leehr

Title: Treasurer & Secretary



Liberty Utilities[®]

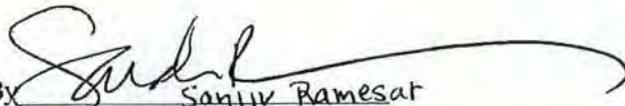
11 Buttrick Road
Londonderry, NH
USA 03053
Tel: 603-216-3631

CONSENT TO THE USE OF NAME

Liberty Utilities (EnergyNorth Natural Gas) Corp. a Corporation organized under the laws of the State of New Hampshire, hereby consents to the use of the name in the State of New Hampshire to: Liberty Utilities Energy Solutions (Appliance) Corp., a Foreign Corporation Name organized under the laws of the State of Massachusetts.

IN WITNESS WHEREOF, the said Liberty Utilities (EnergyNorth Natural Gas) Corp. has caused this consent to be executed by Sarah Knowlton, its Treasurer & Secretary, this 10th day of October 2014.

Liberty Utilities (EnergyNorth Natural Gas) Corp.

By 
Title: Treasurer & Secretary

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: Liberty Utilities Energy Solutions (Appliance) Corp.

Business Address (include city, state, zip): 36 5th St., Fall River, MA 02720

Telephone Number: 905-465-4855 E-mail: Anne.Francis@AlgonquinPower.com

Contact Person: Anne Francis

Contact Person Address (if different): 2845 Bristol Circle, Oakville, ON Canada L7H 7H7

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected. [PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A) This business has **10 or fewer owners**; and
 - B) Advertising **relating to the sale of ownership interests** has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____.
3. This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____.
4. This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

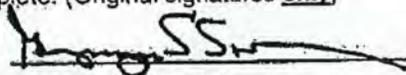
Part III – Check ONE of the following items in Part III:

1. This business **is not being** formed in New Hampshire.
2. This business **is** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): Gregory S. Sorensen Signature: 

Date signed: September 19, 2014

Name (print): _____ Signature: _____

Date signed: _____

Name (print): _____ Signature: _____

Date signed: _____

Exhibit 28

Exhibit 28

State of New Hampshire

Filed
Date Filed: 03/17/2014
Business ID: 706662
William M. Gardner
Secretary of State

Filing fee: \$50.00
Fee for Form SRA: \$50.00
Total fees \$100.00
Use black print or type.

Form 40
RSA 293-A:15.03

APPLICATION FOR CERTIFICATE OF AUTHORITY FOR PROFIT FOREIGN CORPORATION

PURSUANT TO THE PROVISIONS of the New Hampshire Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in New Hampshire and for that purpose submits the following statement:

FIRST: The name of the corporation is Liberty Utilities Service Corp.

SECOND: The name which it elects to use in New Hampshire is _____

THIRD: It is incorporated under the laws of Delaware.

FOURTH: The date of its incorporation is July 19, 2012 and the period of its duration is Perpetual.

FIFTH: The complete address (including zip code and post office box, if any) of its principal office is 12725 W. Indian School Road, Suite D-101, Avondale, AZ 85392

SIXTH: The name of its registered agent **IN NEW HAMPSHIRE** is C T Corporation System and the complete address (including zip code and post office box, if any) of its registered office **IN NEW HAMPSHIRE** is (agent's business address) 9 Capitol Street, Concord, NH 03301

SEVENTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

EIGHTH: The principal purpose or purposes which it proposes to pursue in the transaction of business in New Hampshire are Natural Gas Utility

State of New Hampshire
Form 40 - Application for Certificate of Authority 6 Page(s)



T1407745009

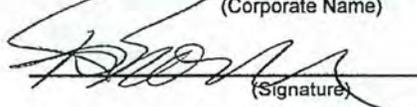
NINTH: The names and usual business addresses of its current officers and directors are: (If there are additional officers or directors, attach additional sheet OR if the laws of the state of incorporation do not require directors, indicate below.)

| <u>Name</u> | <u>Title</u> | <u>Address</u> |
|--------------------------|----------------------------------|--|
| <u>OFFICERS</u> | | |
| <u>Ian Robertson</u> | <u>CEO & President</u> | <u>2845 Bristol Circle</u> <u>Oakville, ON Canada L6H 7H7</u> |
| <u>David Bronicheski</u> | <u>CFO, Treasurer, Secretary</u> | <u>2845 Bristol Circle</u> <u>Oakville, ON Canada L6H 7H7</u> |
| _____ | _____ | _____ |

DIRECTORS

| | | |
|-------------------------|-----------------|---|
| <u>Ian Robertson</u> | <u>Director</u> | <u>2845 Bristol Circle</u> <u>Oakville, ON Canada L6H 7H7</u> |
| <u>Gregory Sorensen</u> | <u>Director</u> | <u>12725 W Indian School Road</u> <u>Suite D-101, Avondale, AZ 85392</u> |
| _____ | _____ | _____ |

Liberty Utilities Service Corp.
(Corporate Name)


(Signature)

David Bronicheski
(Print or type name)

CFO, Treasurer & Secretary
(Title)

Date signed: March 10, 2014

To receive your ANNUAL REPORT REMINDER NOTICE by email, please enter your email address here:
Anne.Francis@AlgonquinPower.com

DISCLAIMER: All documents filed with the Corporation Division become public records and will be available for public inspection in either tangible or electronic form.

Mail fees, DATED AND SIGNED ORIGINAL AND FORM SRA to: Corporation Division, Department of State, 107 North Main Street, Concord, NH 03301-4989. Physical location: 25 Capitol Street, 3rd Floor, Concord, NH 03301.



Liberty Utilities™
WATER | GAS | ELECTRIC

11 Northeastern Boulevard
Salem, NH
USA 03079
Tel: 603-328-2794

CONSENT TO THE USE OF NAME

Liberty Utilities a Domestic Trade Name organized under the laws of the State of New Hampshire, hereby consents to the use of the name in the State of New Hampshire to: Liberty Utilities Service Corp., a Foreign Corporation Name organized under the laws of the State of Delaware.

IN WITNESS WHEREOF, the said Liberty Utilities has caused this consent to be executed by David Bronicheski, its Chief Financial Officer, Treasurer & Secretary, this 10th day of March 2014.

Liberty Utilities

By 

Title: Chief Financial Officer, Treasurer &
Secretary



Liberty Utilities™
WATER | GAS | ELECTRIC

11 Northeastern Boulevard
Salem, NH
USA 03079
Tel: 603-328-2794

CONSENT TO THE USE OF NAME

Liberty Utilities (Granite State Electric) Corp. a Corporation organized under the laws of the State of New Hampshire, hereby consents to the use of the name in the State of New Hampshire to: Liberty Utilities Service Corp., a Foreign Corporation Name organized under the laws of the State of Delaware.

IN WITNESS WHEREOF, the said Liberty Utilities (Granite State Electric) Corp. has caused this consent to be executed by David Bronicheski, its Chief Financial Officer, Treasurer & Secretary, this 10th day of March 2014.

Liberty Utilities (Granite State Electric) Corp.

By 
Title: Chief Financial Officer, Treasurer &
Secretary



Liberty Utilities™
WATER | GAS | ELECTRIC

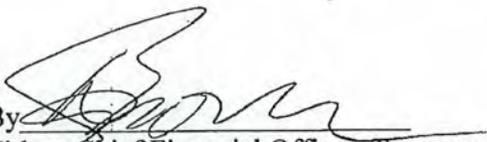
11 Northeastern Boulevard
Salem, NH
USA 03079
Tel: 603-328-2794

CONSENT TO THE USE OF NAME

Liberty Utilities (EnergyNorth Natural Gas) Corp. a Corporation organized under the laws of the State of New Hampshire, hereby consents to the use of the name in the State of New Hampshire to: **Liberty Utilities Service Corp.**, a Foreign Corporation Name organized under the laws of the State of Delaware.

IN WITNESS WHEREOF, the said **Liberty Utilities (EnergyNorth Natural Gas) Corp.** has caused this consent to be executed by David Bronicheski, its Chief Financial Officer, Treasurer & Secretary, this 10th day of March 2014.

Liberty Utilities (EnergyNorth Natural Gas) Corp.

By 
Title: Chief Financial Officer, Treasurer &
Secretary

**Form SRA – Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I – Business Identification and Contact Information

Business Name: Liberty Utilities Service Corp.

Business Address (include city, state, zip): 12 725 W. Indian School Road, Suite D-101, Avondale, AZ 85392

Telephone Number: (905) 465-4500 E-mail: Anne.Francis@AlgonquinPower.com

Contact Person: Anne Francis

Contact Person Address (if different): 2845 Bristol Circle, Oakville, ON Canada L6H 7H7

Part II – Check ONE of the following items in Part II. If more than one item is checked, the form will be rejected. [**PLEASE NOTE:** Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. **However,** you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets **ALL** of the following three requirements:
 - A) This business has **10 or fewer owners**; and
 - B) Advertising **relating to the sale of ownership interests** has not been circulated; and
 - C) Sales of ownership interests – if any – will be **completed within 60 days** of the formation of this business.
2. This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____
3. This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____
4. This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

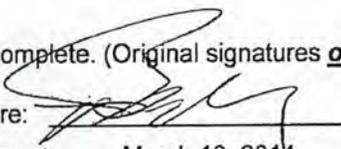
Part III – Check ONE of the following items in Part III:

1. This business **is not being** formed in New Hampshire.
2. This business **is** being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities Act.

Part IV – Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures **only**)

Name (print): David Bronicheski Signature: 

Date signed: March 10, 2014

Name (print): _____ Signature: _____

Date signed: _____

Name (print): _____ Signature: _____

Date signed: _____

Exhibit 29

Exhibit 29



State of New Hampshire 2014 ANNUAL REPORT

The following information shall be given as of January 1
preceeding the due date Pursuant to RSA 293-A:16.22.

REPORT DUE BY April 1, 2014

ANNUAL REPORTS RECEIVED AFTER THE DUE DATE
WILL BE ASSESSED A LATE FEE.

Filed
Date Filed: 03/17/2014
Business ID: 13462
William M. Gardner
Secretary of State

LIBERTY UTILITIES (ENERGYNORTH NATURAL GAS) CORP.

2845 BRISTOL CIRCLE

OAKVILLE, ON CANADA, XX L6H 7H7

ADDRESS OF PRINCIPAL OFFICE:

11 NORTHEASTERN BOULEVARD

SALEM, NH 03079

REGISTERED AGENT AND OFFICE:

KNOWLTON, SARAH B.

11 NORTHEASTERN BOULEVARD

SALEM, NH 03079

ENTITY TYPE: CORPORATION

BUSINESS ID: 13462

STATE OF DOMICILE: NEW HAMPSHIRE

PUBLIC UTILITY-NATURAL GAS DISTRIBUTION (1997 AR)

If changing the mailing or principal office address, please check the appropriate box and fill in the necessary information.

The new mailing address

The new principal office address

PO Box is acceptable.

OFFICERS

NAME AND BUSINESS ADDRESS (P.O. BOX ACCEPTABLE).
(MUST LIST AT LEAST ONE OFFICER BELOW)

A

OTHE. **Ian E. Robertson**
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada XX L6h 7h7
PRES. Dick Leehr
STREET 11 Northeastern Blvd
CITY/STATE/ZIP Salem NH 03079
TREAS. David J. Bronicheski
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada Xx L6h 7h7
SEC'Y. David J. Bronicheski
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada Xx L6h 7h7

NAMES AND ADDRESSES OF ADDITIONAL OFFICERS AND DIRECTORS ARE ATTACHED

BOARD OF DIRECTORS

NAME AND BUSINESS ADDRESS (P.O. BOX ACCEPTABLE).
(MUST LIST AT LEAST ONE DIRECTOR BELOW)

B

DIR. **Ian E. Robertson**
STREET 2845 Bristol Circle
CITY/STATE/ZIP Oakville, On Canada XX L6h 7h7
DIR. Gregory S. Sorensen
STREET 12725 W. Indian School Rd. Suite D101
CITY/STATE/ZIP Avondale Az 85392
NAME
STREET
CITY/STATE/ZIP
NAME
STREET
CITY/STATE/ZIP

To be signed by an officer, director, or any other person authorized by the board of directors.
I, the undersigned, do hereby certify that the statements on this report are true to the best of my information, knowledge and belief.

Sign here: Anne Francis

Please print name and title of signer: Anne Francis

NAME

/ AUTHORIZED PARTY

TITLE

FEE DUE: \$100.00

E-MAIL ADDRESS (OPTIONAL):



1346220141004

WHEN THIS FORM IS ACCEPTED BY THE SECRETARY OF STATE, BY LAW IT WILL BECOME A
PUBLIC DOCUMENT AND ALL INFORMATION PROVIDED IS SUBJECT TO PUBLIC DISCLOSURE
REQUIRED INFORMATION MUST BE COMPLETE OR THE REGISTRATION REPORT WILL BE REJECTED

MAKE CHECK PAYABLE TO SECRETARY OF STATE

RETURN COMPLETED REPORT AND PAYMENT TO:

New Hampshire Department of State, Annual Reports, 107 N. Main St., Room 204, Concord, NH 03301

2014 ANNUAL REPORT

NAMES AND ADDRESSES OF ALL OTHER OFFICERS AND DIRECTORS:

VICE PRESIDENT

CHRISTOPHER JARRATT

2845 BRISTOL CIRCLE

OAKVILLE, ON CANADA, XX L6H 7H7

Exhibit 30

Exhibit 30

Corporate Records & Business Registrations**Source Information**

Database Last Updated: 03/02/2015
Update Frequency: WEEKLY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER
OFFICIAL SOURCE

THIS DATA IS FOR INFORMATION PURPOSES ONLY. CERTIFICATION CAN ONLY BE OBTAINED THROUGH THE SACRAMENTO OFFICE OF THE CALIFORNIA SECRETARY OF STATE.

Company Information

Name: LIBERTY UTILITIES (CALPECO ELECTRIC) LLC
Address: 2845 BRISTOL CIR
OAKVILLE, ON L6H7H7

Filing Information

LLC Jurisdiction: CALIFORNIA
LLC Management: ALL MEMBERS ARE MANAGERS
LLC Business Type: POWER GENERATION
Identification Number: 200910410277
Filing Date: 04/14/2009
State of Incorporation: CALIFORNIA
Status: ACTIVE
Business Type: LIMITED LIABILITY COMPANY
Where Filed: SECRETARY OF STATE/CORPORATIONS DIVISION
1500-11TH STREET
SACRAMENTO, CA 95814

Registered Agent Information

Name: C T CORPORATION SYSTEM (C0168406)
Address: CA

Principal Information

Name:

IAN ROBERTSON

Address:

2845 BRISTOL CIR
OAKVILLE, ON L6H 7H7

Name:

MICHAEL SMART

Address:

933 ELOISE AVE
SOUTH LAKE TAHOE, CA 96150

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The public record items reported above may have been paid, terminated, vacated or released prior to today's date.

Order Documents

Call Westlaw CourtExpress at 1-877-DOC-RETR (1-877-362-7387)
for on-site manual retrieval of documents related to this or other matters.
Additional charges apply.

END OF DOCUMENT

Exhibit 31

Exhibit 31

Corporate Records & Business Registrations**Source Information**

Database Last Updated: 03/02/2015
Update Frequency: WEEKLY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE

THIS DATA IS FOR INFORMATION PURPOSES ONLY. CERTIFICATION CAN ONLY BE OBTAINED THROUGH THE SACRAMENTO OFFICE OF THE CALIFORNIA SECRETARY OF STATE.

Company Information

Name: LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.
Care of Name: ANNE FRANCIS
Address: 354 DAVIS ROAD, SUITE 100
OAKVILLE ON, CANADA L6J 2X1

Filing Information

Identification Number: C3714668
Filing Date: 09/26/2014
State of Incorporation: MASSACHUSETTS
Status: ACTIVE
Corporation Type: PROFIT
Business Type: CORPORATION
Where Filed: SECRETARY OF STATE/CORPORATIONS DIVISION
1500-11TH STREET
SACRAMENTO, CA 95814

Registered Agent Information

Name: C T CORPORATION SYSTEM
Address: 818 WEST SEVENTH ST 2ND FL
LOS ANGELES, CA 90017

Principal Information

Name:

IAN ROBERTSON

Address:354 DAVID RD
OAKVILLE ON, CANADA L6J 2X1

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The public record items reported above may have been paid, terminated, vacated or released prior to today's date.

Order Documents

Call Westlaw CourtExpress at 1-877-DOC-RETR (1-877-362-7387)
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Additional charges apply.

END OF DOCUMENT

Exhibit 32

Exhibit 32

Corporate Records & Business Registrations**Source Information**

Database Last Updated: 03/02/2015
Update Frequency: WEEKLY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE

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Company Information

Name: LIBERTY UTILITIES SERVICE CORP.
Care of Name: ANNE FRANCIS
Address: 2845 BRISTOL CIRCLE
OAKVILLE ON, CANADA L6H 7H7

Filing Information

Identification Number: C3655499
Filing Date: 03/12/2014
State of Incorporation: DELAWARE
Status: ACTIVE
Corporation Type: PROFIT
Business Type: CORPORATION
Where Filed: SECRETARY OF STATE/CORPORATIONS DIVISION
1500-11TH STREET
SACRAMENTO, CA 95814

Registered Agent Information

Name: C T CORPORATION SYSTEM
Address: 818 WEST SEVENTH ST 2ND FL
LOS ANGELES, CA 90017

Principal Information

Name: IAN ROBERTSON

Address: 2845 BRISTOL CIRCLE
OAKVILLE ON, CANADA L6H 7H7

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Order Documents

Call Westlaw CourtExpress at 1-877-DOC-RETR (1-877-362-7387)
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END OF DOCUMENT

Exhibit 33

Exhibit 33



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LIBERTY UTILITIES SERVICE CORP. (474394)

| Name | Address1 | Address2 | City | State | Zip | Type | Director |
|-------------------|--------------------------|----------|------------|---------|-----------|------|----------|
| IAN ROBERTSON | 2845 BRISTOL CR | | OAKVILLE | L6H 7H7 | President | Yes | |
| DAVID BRONICHESKI | 2845 BRISTOL CIR | | OAKVILLE | L6H 7H7 | Secretary | No | |
| DAVID BRONICHESKI | 2845 BRISTOL CIR | | OAKVILLE | L6H 7H7 | Treasurer | No | |
| GREGORY SORENSEN | 12725 W INDIAN SCHOOL RD | | AVONDALEAZ | 85392 | Director | Yes | |

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Exhibit 34

Exhibit 34



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LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP. (486489)

| Name | Address1 | Address2 | City | State | Zip | Type | Director |
|----------------------|--------------------------------------|----------|------------------|-------|--------|-----------------|------------|
| GREGORY S SORENSEN | 12725 W INDIAN SCHOOL RD., STE D-101 | | AVONDALE | AZ | 85392 | President | No |
| RICHARD LEEHR | 15 BUTTRICK RD | | LONDONDERRY | NH | 03053 | Secretary | No |
| RICHARD LEEHR | 15 BUTTRICK RD | | LONDONDERRY | NH | 03053 | Treasurer | No |
| GREGORY S SORENSEN | 12725 W INDIAN SCHOOL DR., STE D-101 | | AVONDALE | AZ | 85932 | Director | Yes |
| IAN ROBERTSON | 2845 BRISTOL CIR | | OAKVILLE ONTARIO | | L6H7H7 | Director | Yes |

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Exhibit 35

Exhibit 35



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LIBERTY UTILITIES (MIDSTATES NATURAL GAS) CORP. (431705)

| Name | Address1 | Address2 | City | State | Zip | Type | Director |
|----------------------|------------------------------------|----------|-------------------|-------|-------|------------------|------------|
| IAN ROBERTSON | 2845 BRISTOL CR | | OAKVILLE | L6H | 7H7 | President | Yes |
| DAVID BRONICHESKI | 2845 BRISTOL CIRCLE | | OAKVILLE, ONTARIO | L6H | 7H7 | Secretary | No |
| DAVID BRONICHESKI | 2845 BRISTOL CIRCLE | | OAKVILLE, ONTARIO | L6H | 7H7 | Treasurer | No |
| GREGORY S SORENSEN | 12725 W INDIAN SCHOOL RD STE D-101 | | AVONDALE | AZ | 85392 | Director | Yes |

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Exhibit 36

Exhibit 36

Corporate Records & Business Registrations**Source Information**

This Record Last Updated: 10/13/2014
Database Last Updated: 03/04/2015
Update Frequency: DAILY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER OFFICIAL SOURCE

Company Information

Name: LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE) CORP.
Address: 35 5TH STREET
FALL RIVER, MA 02721
USA

Filing Information

Filing Number: 802015539
Filing Date: 06/24/2014
State of Incorporation: MASSACHUSETTS
Country of Incorporation: UNITED STATES OF AMERICA
Duration: PERPETUAL
Status: IN EXISTENCE
Corporation Type: PROFIT
Business Type: FOREIGN FOR-PROFIT CORPORATION
State Tax ID: 32054442036
Where Filed: SECRETARY OF STATE
1019 BRAZOS ST
AUSTIN, TX 78701

Registered Agent Information

Name: C T CORPORATION SYSTEM
Address: 1999 BRYAN ST., STE. 900
DALLAS, TX 75201-3136

USA

Name Information

LegalName: LIBERTY UTILITIES ENERGY SOLUTIONS (APPLIANCE)
 CORP.
Status: IN USE
Filing date: 06/24/2014
AssumedName: LIBERTY UTILITIES ENERGY SOLUTIONS
Status: ACTIVE
Filing date: 10/10/2014
Expiration Date: 10/10/2024
Counties: ALL

Principal Information

Name: IAN ROBERTSON
Title: DIRECTOR
Address: 2845 BRISTOL CIRCLE
 OAKVILLE, ON
 CAN

Name: DAVID BRONICHESKI
Title: DIRECTOR
Address: 2845 BRISTOL CIRCLE
 OAKVILLE, ON
 CAN

Name: GREGORY S SORENSEN
Title: DIRECTOR
Address: 12725 W. INDIAN SCHOOL ROAD,SUITE D101
 AVONDALE, AZ 85392
 USA

Amendment Information

Amendments: 06/24/2014 APPLICATION FOR REGISTRATION; DOCUMENT
 NUMBER - 550473440002
 10/10/2014 CERTIFICATE OF ASSUMED BUSINESS NAME;
 DOCUMENT NUMBER - 572176260002

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date.

Order Documents

Call Westlaw CourtExpress at 1-877-DOC-RETR (1-877-362-7387)
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Additional charges apply.

END OF DOCUMENT

Exhibit 37

Exhibit 37

Corporate Records & Business Registrations**Source Information**

This Record Last Updated: 10/11/2014
Database Last Updated: 03/04/2015
Update Frequency: DAILY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER
OFFICIAL SOURCE

Company Information

Name: LIBERTY UTILITIES SERVICE CORP.
Address: 12725 W INDIAN SCHOOL ROAD
AVONDALE, AZ 85392
USA

Filing Information

Filing Number: 801950917
Filing Date: 03/12/2014
State of Incorporation: DELAWARE
Country of Incorporation: UNITED STATES OF AMERICA
Duration: PERPETUAL
Status: IN EXISTENCE
Corporation Type: PROFIT
Business Type: FOREIGN FOR-PROFIT CORPORATION
**Federal Employer Identification
Number:** 331224978
Where Filed: SECRETARY OF STATE
1019 BRAZOS ST
AUSTIN, TX 78701

Registered Agent Information

Name: C T CORPORATION SYSTEM
Address: 1999 BRYAN ST., STE. 900
DALLAS, TX 75201-3136

USA

Name Information

LegalName: LIBERTY UTILITIES SERVICE CORP.
Status: IN USE
Filing date: 03/12/2014

Principal Information

Name: IAN ROBERTSON
Title: DIRECTOR
Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON
CAN

Name: GREGORY S SORENSEN
Title: DIRECTOR
Address: 12725 W. INDIAN SCHOOL RD., SUITE D101
AVONDALE, AZ 85392
USA

Name: DAVID BRONICHESKI
Title: DIRECTOR
Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON
CAN

Amendment Information

Amendments: 03/12/2014 APPLICATION FOR REGISTRATION; DOCUMENT
NUMBER - 533479920002

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Exhibit 38

Exhibit 38

Corporate Records & Business Registrations**Source Information**

This Record Last Updated: 11/15/2014
Database Last Updated: 03/04/2015
Update Frequency: DAILY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER
OFFICIAL SOURCE

Company Information

Name: LIBERTY UTILITIES (SILVERLEAF WATER) LLC
Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H7H-H7H7
CAN

Filing Information

Filing Number: 800385726
Filing Date: 09/03/2004
State of Incorporation: TEXAS
Duration: PERPETUAL
Status: IN EXISTENCE
Business Type: DOMESTIC LIMITED LIABILITY COMPANY (LLC)
State Tax ID: 32015755534
Where Filed: SECRETARY OF STATE
1019 BRAZOS ST
AUSTIN, TX 78701

Registered Agent Information

Name: C T CORPORATION SYSTEM
Address: 1999 BRYAN ST., STE. 900
DALLAS, TX 75201-3136
USA

Name Information

LegalName: LIBERTY UTILITIES (SILVERLEAF WATER) LLC
Status: IN USE
Filing date: 05/23/2013
LegalName: ALGONQUIN WATER RESOURCES OF TEXAS, LLC
Status: INACTIVE
Filing date: 09/03/2004
Inactive Date: 04/21/2009
LegalName: ALGONQUIN WATER RESOURCES OF TEXAS, LLC
Status: INACTIVE
Filing date: 03/23/2007
Inactive Date: 04/21/2009
LegalName: ALGONQUIN WATER RESOURCES OF TEXAS, LLC
Status: PRIOR
Filing date: 04/20/2009
Inactive Date: 05/23/2013
AssumedName: LIBERTY UTILITIES
Status: ACTIVE
Filing date: 05/25/2012
Expiration Date: 05/25/2022
Counties: COMAL, MONTGOMERY, SMITH, WOOD
AssumedName: LIBERTY WATER
Status: ACTIVE
Filing date: 06/08/2009
Expiration Date: 06/08/2019
Counties: COMAL, MONTGOMERY, SMITH, WOOD

Principal Information

Name: GREG SORENSON
Title: PRESIDENT, DIRECTOR
Address: 2845 BRISTOL CIRCLE
 OAKVILLE, ON L6H7H7
 CAN

Name: IAN ROBERTSON
Title: PRESIDENT, DIRECTOR
Address: 2845 BRISTOL CIRCLE
 OAKVILLE, ON L6H7H7
 CAN

Name: DAVID BRONICHESKI

Title: CHIEF FINANCIAL OFFICER
Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H7H7
CAN

Amendment Information

Amendments: 07/28/2006 TAX FORFEITURE; DOCUMENT NUMBER - 138376740256
09/03/2004 ARTICLES OF ORGANIZATION; DOCUMENT NUMBER - 69119530002
11/10/2006 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 150965760001
03/23/2007 REINSTATEMENT; DOCUMENT NUMBER - 164664010002
07/25/2008 TAX FORFEITURE; DOCUMENT NUMBER - 223587398134
04/20/2009 REINSTATEMENT; DOCUMENT NUMBER - 254637630002
04/20/2009 CHANGE OF REGISTERED AGENT/OFFICE; DOCUMENT NUMBER - 254637630003
06/08/2009 CERTIFICATE OF ASSUMED BUSINESS NAME; DOCUMENT NUMBER - 261016400002
09/23/2009 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 276558680001
04/19/2010 CHANGE OF NAME OR ADDRESS BY REGISTERED AGENT; DOCUMENT NUMBER - 304522291112
07/29/2010 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 318196270001
12/31/2010 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 422701910002
05/25/2012 CERTIFICATE OF ASSUMED BUSINESS NAME; DOCUMENT NUMBER - 423647280002
05/23/2013 CERTIFICATE OF AMENDMENT; DOCUMENT NUMBER - 482495050003
12/02/2013 CHANGE OF NAME OR ADDRESS BY REGISTERED AGENT; DOCUMENT NUMBER - 518876227217
11/15/2014 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 578489820001

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Exhibit 39

Exhibit 39

Corporate Records & Business Registrations**Source Information**

This Record Last Updated: 11/15/2014
Database Last Updated: 03/04/2015
Update Frequency: DAILY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER
OFFICIAL SOURCE

Company Information

Name: LIBERTY UTILITIES (TALL TIMBERS SEWER) CORP.
Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H7H-H7H7
CAN

Filing Information

Filing Number: 72436700
Filing Date: 10/12/1984
State of Incorporation: TEXAS
Duration: PERPETUAL
Status: IN EXISTENCE
Corporation Type: PROFIT
Business Type: DOMESTIC FOR-PROFIT CORPORATION
State Tax ID: 17520109251
Where Filed: SECRETARY OF STATE
1019 BRAZOS ST
AUSTIN, TX 78701

Registered Agent Information

Name: C T CORPORATION SYSTEM
Address: 1999 BRYAN ST., STE. 900
DALLAS, TX 75201-3136
USA

Name Information

LegalName: LIBERTY UTILITIES (TALL TIMBERS SEWER) CORP.
Status: IN USE
Filing date: 05/23/2013
LegalName: TALL TIMBERS ESTATES UTILITY COMPANY, INC.
Status: PRIOR
Inactive Date: 04/29/1994
LegalName: TALL TIMBERS UTILITY COMPANY, INC.
Status: PRIOR
Filing date: 10/12/1984
Inactive Date: 05/23/2013
AssumedName: LIBERTY UTILITIES
Status: ACTIVE
Filing date: 05/25/2012
Expiration Date: 05/25/2022
Counties: SMITH
AssumedName: LIBERTY WATER
Status: ACTIVE
Filing date: 07/07/2009
Expiration Date: 07/07/2019
Counties: SMITH
AssumedName: LIBERTY WATER
Status: ACTIVE
Filing date: 09/28/2010
Expiration Date: 09/28/2020
Counties: SMITH
AssumedName: TALL TIMBERS UTILITY COMPANY
Status: EXPIRED
Filing date: 05/31/1988
Inactive Date: 05/31/1998
Expiration Date: 05/31/1998
Counties: SMITH

Principal Information

Name: IAN ROBERTSON
Title: DIRECTOR

Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H 7H7
CAN

Name: CHRIS JARRATT

Title: DIRECTOR

Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H 7H7
CAN

Name: DAVE KERR

Title: DIRECTOR

Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H 7H7
CAN

Name: JOHN HUXLEY

Title: DIRECTOR

Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H 7H7
CAN

Name: PETER KAMPIAN

Title: CFO

Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H 7H7
CAN

Amendment Information

Amendments: 10/12/1984 ARTICLES OF INCORPORATION; DOCUMENT
NUMBER - 5130534
01/20/1987 TAX FORFEITURE; DOCUMENT NUMBER -
5130535
10/05/1987 APPLICATION FOR REINSTATEMENT; DOCU-
MENT NUMBER - 5130536
05/31/1988 ASSUMED NAME CERTIFICATE; DOCUMENT
NUMBER - 5130537
04/29/1994 ARTICLES OF AMENDMENT; DOCUMENT NUM-
BER - 5130538
02/11/2003 PUBLIC INFORMATION REPORT (PIR); DOCU-
MENT NUMBER - 26623120001
12/15/2003 CHANGE OF REGISTERED AGENT/OFFICE; DOC-
UMENT NUMBER - 49256520002
01/13/2004 PUBLIC INFORMATION REPORT (PIR); DOCU-

MENT NUMBER - 51412050001
02/24/2004 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 5441080001
04/11/2006 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 124798100001
12/31/2007 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 233488420003
02/02/2009 CHANGE OF REGISTERED AGENT/OFFICE; DOCUMENT NUMBER - 244949880002
07/07/2009 CERTIFICATE OF ASSUMED BUSINESS NAME; DOCUMENT NUMBER - 265360540002
09/17/2009 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 275140220001
04/19/2010 CHANGE OF NAME OR ADDRESS BY REGISTERED AGENT; DOCUMENT NUMBER - 304538400837
09/22/2010 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 329401330001
09/28/2010 CERTIFICATE OF ASSUMED BUSINESS NAME; DOCUMENT NUMBER - 331573620003
12/31/2010 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 411815950004
05/25/2012 CERTIFICATE OF ASSUMED BUSINESS NAME; DOCUMENT NUMBER - 423647320002
05/23/2013 CERTIFICATE OF AMENDMENT; DOCUMENT NUMBER - 482496560003
01/04/2014 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 522554430001
12/02/2013 CHANGE OF NAME OR ADDRESS BY REGISTERED AGENT; DOCUMENT NUMBER - 518678949085
11/15/2014 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 578488470001

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This Record Last Updated: 11/15/2014
Database Last Updated: 03/04/2015
Update Frequency: DAILY
Current Date: 03/04/2015
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER
OFFICIAL SOURCE

Company Information

Name: LIBERTY UTILITIES (WOODMARK SEWER) CORP.
Address: 2845 BRISTOL CIRCLE
OAKVILLE, ON L6H7H-H7H7
CAN

Filing Information

Filing Number: 148556500
Filing Date: 04/02/1998
State of Incorporation: TEXAS
Duration: PERPETUAL
Status: IN EXISTENCE
Corporation Type: PROFIT
Business Type: DOMESTIC FOR-PROFIT CORPORATION
State Tax ID: 17527851285
Where Filed: SECRETARY OF STATE
1019 BRAZOS ST
AUSTIN, TX 78701

Registered Agent Information

Name: C T CORPORATION SYSTEM
Address: 1999 BRYAN ST., STE. 900
DALLAS, TX 75201-3136
USA

Name Information

LegalName: LIBERTY UTILITIES (WOODMARK SEWER) CORP.
Status: IN USE
Filing date: 05/23/2013
LegalName: WOODMARK UTILITIES, INC.
Status: PRIOR
Filing date: 04/02/1998
Inactive Date: 05/23/2013
AssumedName: LIBERTY UTILITIES
Status: ACTIVE
Filing date: 05/25/2012
Expiration Date: 05/25/2022
AssumedName: LIBERTY WATER
Status: ACTIVE
Filing date: 07/07/2009
Expiration Date: 07/07/2019

Principal Information

Name: DAVID BRONICHESKI
Title: CFO
Address: 2845 BRISTOL CIRCLE
 OAKVILLE, ON L6H 7H7
 CAN

Name: IAN ROBERTSON
Title: DIRECTOR, PRESIDENT
Address: 2845 BRISTOL CIRCLE
 OAKVILLE, ON L6H 7H7
 CAN

Name: GREG SORENSON
Title: DIRECTOR
Address: 2845 SORENSON
 OAKVILLE, ON L6H 7H7
 CAN

Amendment Information

Amendments: 04/02/1998 ARTICLES OF INCORPORATION; DOCUMENT
 NUMBER - 6889107
 03/09/2003 PUBLIC INFORMATION REPORT (PIR); DOCU-

MENT NUMBER - 28810160001
12/15/2003 CHANGE OF REGISTERED AGENT/OFFICE; DOCUMENT NUMBER - 49255920002
02/12/2004 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 53646650001
02/24/2004 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 54410810001
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02/04/2008 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 202251970001
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09/23/2010 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 329721190001
05/25/2012 CERTIFICATE OF ASSUMED BUSINESS NAME; DOCUMENT NUMBER - 423647290002
05/23/2013 CERTIFICATE OF AMENDMENT; DOCUMENT NUMBER - 482497120003
12/31/2010 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 508132180004
01/04/2014 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 522554500001
12/02/2013 CHANGE OF NAME OR ADDRESS BY REGISTERED AGENT; DOCUMENT NUMBER - 518827961205
11/15/2014 PUBLIC INFORMATION REPORT (PIR); DOCUMENT NUMBER - 578488590001

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'Aspirations don't align' as mayor meets with Mountain Water buyer



MICHAEL GALLACHER/Missoulian

"I would actually argue that Missoula is the perfect place for Liberty Utilities to be involved in," says Ian Robertson, CEO of Algonquin Power and Utilities Corp., referring to a subsidiary of his company attempting to buy Missoula's Mountain Water Co.

September 25, 2014 6:15 am • By Keila Szpaller

(37) Comments

Mayor John Engen said Wednesday he was polite but unyielding about the necessity of public ownership in his morning conversation with the CEO of Algonquin Power and Utilities Corp.

Canadian company says it will
keep all Mountain Water
employees

Algonquin Power and Utilities Corp.
offered employees of Mountain

"Fundamentally, I am obligated to make it difficult for anyone but the city of Missoula to own this utility," Engen said after the meeting.

Algonquin CEO Ian Robertson, on the other hand, said he believes the subsidiary proposing to purchase Mountain Water Co. is accustomed to serving communities the size of Missoula. He said it considers itself a Main Street operation, as opposed to current owner the Carlyle Group – a global equity firm he described as a Wall Street business.

"I would actually argue that Missoula is the perfect place for Liberty Utilities to be involved in," Robertson said.

Last week, Algonquin of Ontario announced its Liberty Utilities had signed an agreement with Carlyle to purchase Mountain Water. The city of Missoula has an eminent domain case pending – to try to force a sale of the same water system – and Engen disputes the validity of the purchase agreement given proceedings in Missoula County District Court.

On Wednesday, Robertson and three staff including the president of Liberty Utilities were in Missoula to meet with employees of Mountain Water, talk with the mayor and do interviews with media. The meeting with the mayor lasted nearly an hour, and Engen and Robertson both talked afterward about the interaction.

"I started the meeting by simply saying, 'Let's just get this out there: This is awkward. And I'm pretty good at awkward,'" Engen said.

Robertson told the mayor he understands the city had "a complicated relationship with Carlyle," and he didn't want to repeat it.

In its court case, the city alleges Carlyle broke its verbal promise to sell the city Mountain Water in return for its political support for the 2011 sale to Carlyle. Carlyle, though, notes it honored its written agreement to consider in good faith any offer from the city.

Robertson said he told the mayor this: "I hope you never have occasion to say the types of things you felt the need to say about Carlyle about us."

The price Algonquin has offered to pay was one topic of discussion. In 2011, Carlyle bought Western Water Holdings – a trio of water companies including Mountain Water – for \$102 million. Last week, Algonquin announced it offered to pay \$250 million for the package – not including debt.

Last year, the city of Missoula offered as much as \$65 million for Mountain Water, and later with the backing of a



Water Co. a better deal than the city of Missoula

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PSC calls on court to strike city of Missoula's brief in Mountain

Missoula City Council majority, it offered \$50 million. On Wednesday, Robertson said Algonquin didn't look at the businesses individually, but in general, Mountain represents roughly one-third of the deal, and his company isn't paying an artificially inflated price.

"We didn't get a steal. On the other hand, we didn't overpay," Robertson said. "This is one of the things that I think needs to be reflected in the thinking of the city fathers."

Algonquin learned about the deal because Wells Fargo called parties that might be interested in the purchase, Robertson said. He said the offers Carlyle received in the "robust process" were "tightly grouped," and the price Liberty presented was not "an outlier, by any stretch of the imagination."

"We were advised that we weren't even the highest bidder," Robertson said.

A Carlyle spokesman did not return an email request to confirm Algonquin was not the highest bidder.

Robertson said he believes the company's commitment to public service was one factor that made it stand out among bidders. A flat third of the proposed purchase would be an estimated \$83 million, and he said the leap from 2011 simply reflects an upswing in the utilities market.

"The price today that we paid feels like fair market value if you look at precedent transactions in the utility space broadly," Robertson said.

The announcement last week noted the deal must be approved by regulatory agencies, and the CEO said an application to the Montana Public Service Commission will be forthcoming, possibly in October.

Mayor Engen described the meeting with Robertson as cordial, but also said he told the CEO the city will stand its ground to prevent another corporation from taking possession of Missoula's drinking water system.

"I made it very clear that our aspirations don't align," Engen said.

The city of Missoula filed its eminent domain proceeding last spring – and in response, Carlyle has said it will vigorously defend the "unjust attempt" by government to seize private property. Algonquin enters the mix as the parties prepare for a March trial, and Robertson said the court case will take place independent of the proposed sale.

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Water rate case



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Mountain Water condemnation trial set for March 2015

Trial is set to start March 18, 2015,

can pay a fair price to either Carlyle or Algonquin, Robertson said.

Engen disagreed. He said the two main factors in completing a transaction are purchase price and "ability to close," and the city plans to stymie the latter.

"We are doing our best to stand in the way of the ability to close, by virtue of our interest in ownership. We want to be fair to all parties, but we want to own it," Engen said.

Reach Keila Szpaller at @keilaszpaller, at keila.szpaller@missoulian.com or at (406) 523-5262.



In the eminent domain case against Mountain Water Co., and it's likely to steer clear of "personal attacks." [Read more](#)

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Tags Mountain Water Co., Cartyle Group, John Engen, Ian Robertson, Algonquin Power And Utilities, Water, Missoula

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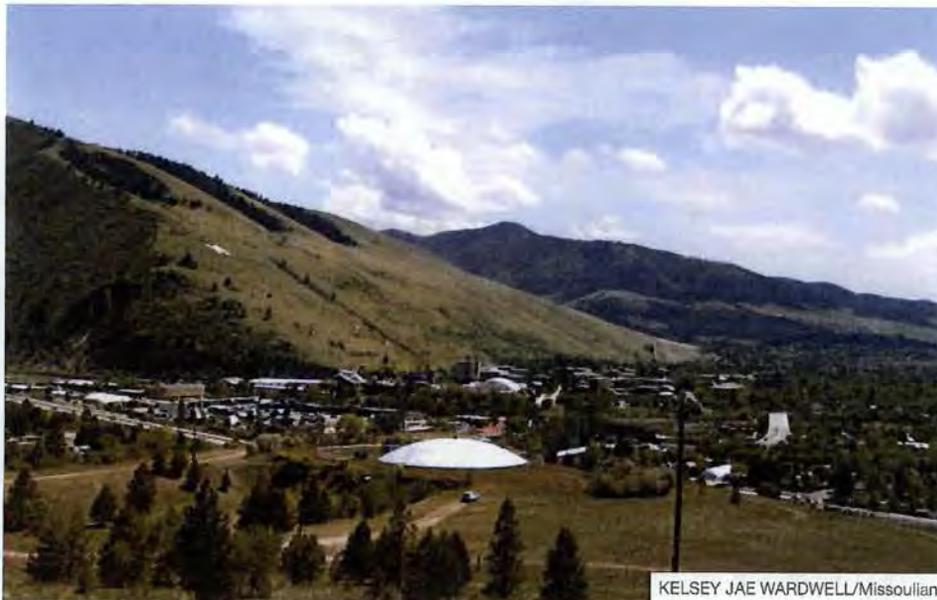


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WATER

CEO of company buying Missoula's Mountain Water says it is committed to utility



KELSEY JAE WARDWELL/Missoulian

Mountain Water's 1 million-gallon dome reservoir sits on the north side of Missoula next to the Waterworks Hill trailhead.

[Buy Now](#)

September 22, 2014 6:00 am • By [Keila Szpaller](#)

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CEO Ian Robertson said Algonquin Power and Utilities Corp. is coming to Missoula with a credible track record of owning and operating utilities for the long run.

Related Video

Algonquin's Liberty Utilities announced Friday it had signed a deal to purchase Mountain Water Co. from the Carlyle Group. The city also wants to buy the water

system, and Mayor John Engen said he does not consider the purchase agreement valid because the city has an eminent domain case pending in Missoula County District Court against Mountain and global equity firm Carlyle.

In a phone call Friday, Robertson said he believes Liberty Utilities can demonstrate it's committed to the utilities it buys, and he hopes Missoula might warm to the idea of ownership by the Canadian company. He also said Liberty brings a different philosophy to the table than Carlyle does because the businesses inherently are different.

"We're the guys with the wrenches in our hands, and that's an important distinguishing factor between Carlyle and (utility companies)," Robertson said.

On the day of the announced purchase, Robertson also discussed the pending eminent domain proceeding in Missoula. He said condemnation is a separate, established process, and the court will either grant the city the chance to buy Mountain at a fair price or it won't – and if it does, the city can buy it from either Algonquin or Carlyle.

"The city is trying to establish whether its ownership is a necessity," Robertson said. "That's independent of actually who owns it. If it's determined it's necessary for the city to own it, then it's necessary for them to own it whether it's owned by Carlyle or Liberty Utilities."

In a news conference Friday, Engen disagreed and said the proposed sale doesn't reflect reality: "The court has assumed jurisdiction over our eminent domain proceeding, which will trump any other proceeding," Engen said. "These guys (Carlyle) aren't going to be able to do this transaction without dealing with the court and dealing with us."

According to a news release from Algonquin, it agreed to buy Western Water Holdings of the Carlyle Group for \$327 million in a deal expected to close in late 2015, pending regulatory approvals. Western Water is made up of Mountain Water and two California water companies.

Robertson said he plans to be in Missoula on Wednesday, and he hopes to show that Liberty has "a perpetual commitment" to the communities it serves. The company's mantra is to offer service that's "local, responsive and caring," he said.

"We are coming to the city, I would hope with a proposition that the ratepayers and maybe ultimately the city fathers can be supportive of," Robertson said.

Many cities in the U.S. have decided they want to serve customers from a water and sewer perspective, he said. He knows his opinion doesn't influence city leaders, but he



Missoula fights for Mountain Water

Poll

Should the city of Missoula continue its fight for control of Mountain Water Company?

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Legal fees pass estimates months before Missoula, Mountain Water trial begins



Already, the city of Missoula has exceeded its original estimate for legal costs in its quest

personally disagrees that investing in water should be a priority for a municipality.

"Is investing capital in the water business really the best thing for their citizens when you think of the challenges and the obligations the city has in terms of schools and roads and social programs?" Robertson said.

As for how much rates will go up as a result of the transfer, Robertson said this: "I can't even agree with the premise of the question."

"I would hope that the people of Missoula see more than rate increases," he said.

On its website, Algonquin notes Liberty owns 22 water and wastewater operations, and it operates in ten states in the U.S. Algonquin describes itself as acquiring "long lived sustainable assets that are built for the long term."

Liberty's focus on utilities differentiates it from the Carlyle Group, Robertson said. He said the international equity firm is in the business of investing in assets, whereas Liberty Utilities takes pride in holding onto the utilities it buys.

The proof?

"How about never having sold anything we've bought?" Robertson said.

In a fact sheet called "affirming our successful approach to growth," Algonquin notes rate cases in Montana are generally filed every two or three years, and the most recent one yielded a 9.8 percent return on equity. Currently, the Montana Consumer Counsel is asking the District Court to review that case, alleging the Montana Public Service Commission approved a rate that's too high and doesn't pass on savings to ratepayers.

Robertson also discussed condemnation. In some respects, he said, eminent domain cases aren't up for debate because the courts decide.

"If the city wants to buy it, we expect they could step into our shoes and buy it, but that's why they have condemnation proceedings," he said.

However, he said Liberty dealt with a condemnation case in Texas, and it will fight any allegations a takeover is necessary because of inadequate or unreliable service.

"We will not have our reputation sullied inappropriately just because the city wants to buy a utility system," he said.

At this point, Robertson said he hopes the city of Missoula

to take over Mountain Water Co.

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Mountain Water employees asked to sign work agreement with city of Missoula

The lawyer representing Mountain Water Co. workers described the

will have a conversation about whether Liberty might be an appropriate owner – given its success in other communities.

“We have strong views on how systems will be operated because we’re in the business,” he said.

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city’s proposed approach to their future employment as “unfair labor practices.” [Read more](#)

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Chief Financial Officer
- Kelly Castledine
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- Michael Snow
President, Algonquin Power Company
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Vice Chair
- Linda Beairsto
General Counsel & Corporate Secretary
- David Pasieka
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