

MEMORANDUM OF AGREEMENT

BETWEEN:

**LOCAL 636 OF THE INTERNATIONAL BROTHERHOOD OF ELECTRICAL
WORKERS**

(the "IBEW")

- and -

THE POWER WORKERS' UNION

(the "PWU")

- and -

ELEXICON ENERGY INC. AND/OR ELEXICON GROUP INC.

(the "Elexicon Group of Companies")

WHEREAS there has been an amalgamation or merger of the Veridian group of companies (i.e. Veridian Corporation and its subsidiaries Veridian Connections Inc. and Veridian Energy Inc., collectively "Veridian") and the Whitby Hydro group of companies (i.e. Whitby Hydro Energy Corporation ("Whitby HEC") and its subsidiaries Whitby Hydro Energy Services Corporation and Whitby Hydro Electric Corporation) to form the Elexicon Group of Companies (i.e. Elexicon Corporation and its subsidiaries Elexicon Energy Inc. and Elexicon Group Inc.);

AND WHEREAS, effective April 1, 2019, all unionized employees of Veridian and Whitby HEC were transferred to and continued their employment with Elexicon Energy Inc. ("Elexicon");

AND WHEREAS the IBEW is the exclusive bargaining agent of a bargaining unit of inside and outside employees, subject to specified exclusions, covered under a collective agreement, effective April 1, 2015 to March 31, 2019, between the IBEW and Veridian;

AND WHEREAS the PWU is the exclusive bargaining agent of a bargaining unit of inside employees and a bargaining unit of outside employees, subject to specified exclusions, covered respectively under two collective agreements, both effective July 1, 2015 to June 30, 2019, between the PWU and Whitby HEC;

AND WHEREAS there is intermingling between bargaining unit employees now employed by Elexicon who are covered by the above-referenced IBEW and PWU collective agreements;

AND WHEREAS an application has been made to the Ontario Labour Relations Board ("OLRB") in Board File No. 0351-19-R, that seeks a sale of business declaration and a representation vote;

NOW THEREFORE Elexicon and the IBEW and the PWU (hereinafter referred to as the "Parties") agree to the following:

A. Agreement to a Vote

1. The Parties agree that a sale of business to Elexicon has occurred, within the meaning of s. 69 of the *Labour Relations Act, 1995* (the "Act"). The Parties further agree that the sale of business to Elexicon has given rise to an intermingling of employees of the former Whitby HEC and the former Veridian within the meaning of the Act. The Parties agree that they will jointly request that the OLRB conduct a representation vote of bargaining unit employees represented by the IBEW and the

PWU, as set out herein, on June 26, 2019 to determine whether the majority of the bargaining unit employees wish to be represented by the IBEW or by the PWU.

2. Following the representation vote and the selection of a winning union and the negotiation of a new collective agreement as provided for herein, the Parties agree that the composition of the bargaining unit to apply in the said new collective agreement will be one unit covering all employees now covered under the existing IBEW and PWU collective agreements. For clarity, all three existing collective agreements will continue to apply until a new agreement is negotiated or the statutory freeze has expired in accordance with applicable provisions of the Act.
3. All employees covered by the existing collective agreements, and only those employees, will be eligible to vote.
4. Elexicon agrees to provide the IBEW and the PWU each with an opportunity to meet with bargaining unit employees at the five work locations referred to below on the dates and times set out below on paid time for one-hour and continuing thereafter on non-paid time for up to an additional hour utilizing Elexicon premises for the purposes of making formal presentations to assist employees in making an informed decision.

IBEW WORKPLACE MEETING SCHEDULE

Location	Date	Start Time (one hour prior to end of shift)
Ajax Inside/Outside Employees	Tues. June 25	2:30 to 3:30 p.m. & 4:00 to 5:00 p.m.
Ajax Inside Employees	Tues. June 25	3:30 to 4:30 p.m.
Belleville	Thurs. June 20	3:30 to 4:30 p.m.
Beaverton	Mon. June 17	2:30 to 3:30 p.m.
Gravenhurst	Tues. June 18	2:30 to 3:30 p.m.
Whitby	Thurs. June 20	TBD

PWU WORKPLACE MEETING SCHEDULE

Location	Date	Start Time (one hour prior to end of shift)
Ajax Inside/Outside Employees	Wed. June 19	2:30 to 3:30 p.m. & 4:00 to 5:00 p.m.
Ajax Inside Employees	Wed. June 19	3:30 to 4:30 p.m.
Belleville	Mon. June 17	3:30 to 4:30 p.m.
Beaverton	Tues. June 18	2:30 to 3:30 p.m.
Gravenhurst	Thurs. June 20	2:30 to 3:30 p.m.
Whitby	Mon. June 24	TBD

5. Elexicon shall post on all bulletin boards and email all employees a notice of all meetings at each work location.
6. Elexicon shall provide the IBEW and the PWU and the Board with an alphabetical list of voters by location by no later than June 17, 2019.

B. Conduct of the Vote

7. The balloting process and protocol in the secret ballot representation vote will be as directed by the OLRB in accordance with its Policies and Practices in this regard and this Agreement. There shall be votes conducted at the work locations on June 26, 2019 at the times set out below and employees shall be entitled to vote at any one of the work locations (for clarity, the Parties acknowledge that Elexicon will not be required to pay employees who elect to vote outside of their scheduled work hours):

Location	Date	Polling Time
Ajax	Wed. June 26	2:00 to 3:30 p.m.
Belleville	Wed. June 26	12:00 to 12:45 p.m.
Beaverton	Wed. June 26	9:30 to 10:15 a.m.
Gravenhurst	Wed. June 26	7:30 to 8:15 a.m.
Whitby	Wed. June 26	4:30 to 6:00 p.m.

C. Effect of the Vote

8. The Union with 50% plus one of the ballots cast in its favour in the representation vote wins the bargaining and representation rights of all bargaining unit employees referred to in paragraph 2 above forthwith.
9. The winning union shall become the bargaining agent for employees formerly represented by the losing union and shall have the authority to enforce the losing union's bargaining and representation rights and shall receive all dues checked off under the losing union's collective agreement. The winning union shall have carriage of all grievances and arbitrations in process under the losing union's collective agreement.

10. Elexicon agrees to hold a meeting with the bargaining agent winning the representation vote within fifteen days following the vote, or within such other time period as is mutually agreed upon by Elexicon and the winning union. The intent of the meeting is to commence discussions on the negotiation of a single collective agreement to cover employees in a single inside/outside Elexicon bargaining unit. The Parties acknowledge and agree that the winning union and Elexicon are committed to commencing bargaining for a single collective agreement as soon as reasonably possible following this meeting.
11. Elexicon, the IBEW, and the PWU all agree to "dovetail" seniority and service credit for all purposes, including benefits and wage progression, in the new single collective agreement.
12. Until such time as the parties mutually agree otherwise, or until negotiations have been concluded for a new collective agreement and such collective agreement becomes effective, all bargaining unit vacancies, whether temporary or permanent, may be made available to:
- i. All employees in the bargaining unit where the vacancy exists first.
 - ii. If there are no suitable applicants from employees in the bargaining unit where the vacancy exists, applications from permanent employees in the other bargaining unit will be considered next.

It is understood and agreed that the selections will be made in accordance with the terms of the collective agreement applicable to the location where the vacancy exists.

To the extent that any of the terms and conditions contained herein are inconsistent with the applicable collective agreement, the terms and conditions outlined herein will prevail.

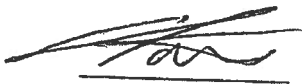
For the purposes of such vacancies, a "dovetailed" seniority provision will be applied. The successful candidate will be covered under the collective agreement in which the position geographically resides until a new collective agreement has been negotiated, and shall carry with them their acquired seniority and service credit.

D. Commitments to Agreement

13. Elexicon, the IBEW, and the PWU all agree that no party will oppose Elexicon's assertion that the employees of the bargaining units have been intermingled to the extent necessary for the OLRB to order consolidation of the bargaining units into one, and for a representation vote to now proceed.
14. Unless otherwise provided for herein, or unless otherwise ordered by the OLRB, this Memorandum of Agreement will stay in effect until such time as the discussions referred to in paragraph 4 are completed, a representation vote is conducted, and a new single collective agreement is established or the statutory freeze has expired in accordance with applicable provisions of the Act.
15. While the Parties hereto acknowledge that the terms and conditions of this Memorandum of Agreement are subject to amendment by the OLRB, and that they will be bound thereby, all parties agree that they will not take any position before the OLRB that is inconsistent with the terms and conditions of this Memorandum of Agreement.

16. Further, the Parties agree that if the OLRB declines to order the representation vote described herein, this Memorandum of Agreement will be null and void, and all parties agree that it will not be relied upon or referred to in any other matter or proceeding that any of them may be involved in.
17. Elexicon and the IBEW and the PWU further agree that this Memorandum of Agreement has been entered into in the particular circumstances herein, and is not a precedent for any amalgamation or other organizational change apart from the specific amalgamation referred to herein.
18. Elexicon and the IBEW and the PWU agree that this Memorandum of Agreement shall be enforceable by the OLRB as a settlement of a proceeding under s. 96(7) of the *Labour Relations Act, 1995* and that the OLRB is seized with any disputes arising out of the interpretation or implementation of this Memorandum of Agreement.
19. This Memorandum of Agreement may be signed in counterpart.

FOR THE IBEW:



DATED: June 14/19

FOR THE PWU:

DATED: _____

FOR ELEXICON

Mudeling

DATED: June 14, 2019

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