

# OFFICIAL EXHIBITS

## STATE OF INDIANA

### INDIANA UTILITY REGULATORY COMMISSION

PETITION OF REPUBLIC TRANSMISSION, LLC FOR: )  
(1) AUTHORITY TO OPERATE AS A PUBLIC )  
UTILITY UNDER IND. CODE §8-1-38-7; )  
(2) A DETERMINATION THAT IT IS A PUBLIC )  
UTILITY UNDER IND. CODE §8-1-2-1 AND §8-1-8.5-1 )  
AND AUTHORITY TO EXERCISE ALL RIGHTS AND )  
PRIVILEGES OF A PUBLIC UTILITY AS ACCORDED )  
BY INDIANA LAW; (3) AUTHORITY TO TRANSFER )  
FUNCTIONAL CONTROL OF ITS TRANSMISSION )  
FACILITIES TO A FULLY FUNCTIONING REGIONAL )  
TRANSMISSION ORGANIZATION; (4) A )  
DETERMINATION THAT THE COMMISSION )  
SHOULD DECLINE TO EXERCISE CERTAIN )  
ASPECTS OF ITS JURISDICTION OVER PETITIONER;) )  
(5) AUTHORITY TO LOCATE ITS BOOKS AND )  
RECORDS OUTSIDE THE STATE OF INDIANA; )  
(6) CONSENT TO BOARDS OF COUNTY )  
COMMISSIONERS FOR PETITIONER TO OCCUPY )  
PUBLIC RIGHTS-OF-WAY; AND (7) ALL OTHER )  
APPROPRIATE AND ASSOCIATED APPROVALS )  
AND RELIEF. )

FILED

May 16, 2017

INDIANA UTILITY

REGULATORY COMMISSION

CAUSE NO. 44912

IURC  
PETITIONER'S  
EXHIBIT NO. Ad nts  
5-18-17 DATE REPORTER

### REPUBLIC TRANSMISSION, LLC'S MOTION FOR ADMINISTRATIVE NOTICE

Republic Transmission, LLC ("Republic Transmission" or "Petitioner"), by counsel, pursuant to 170 IAC 1-1.1-21 (g)-(l), respectfully requests the Indiana Utility Regulatory Commission ("Commission") take administrative notice of the following document:

1. Exhibit A is a Certificate of Conversion from the Office of the Secretary of State of Indiana converting Republic Transmission, LLC from a Foreign Limited Liability Company to an Indiana Limited Liability Company, which became effective on May 12, 2017.

2. In accordance with 170 IAC 1-1.1-21(l)(1) and (2), notice of this request is being provided to all parties in this proceeding and a copy of the material in questions has been attached to this Motion.

WHEREFORE, Republic Transmission, LLC respectfully requests that the Commission take administrative notice of the attached document, admit said document as part of the record in this proceeding, and provide such further relief as may be appropriate.

Respectfully submitted,

By: /s/ Jeremy L. Fetty  
Jeremy L. Fetty (26811-06)  
Erin C. Borissov (27745-49)  
Liane K. Steffes (31522-41)  
PARR RICHEY FRANDSEN PATTERSON  
KRUSE LLP  
251 N. Illinois Street, Suite 1800  
Indianapolis, IN 46204  
Telephone: (317) 269-2500  
Facsimile: (317) 269-2514  
E-mail: jfetty@parrlaw.com  
eborissov@parrlaw.com  
lsteffes@parrlaw.com

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the foregoing has been served upon the following by email transmission this 16<sup>th</sup> day of May, 2017:

William Fine  
Randy Helmen  
Robert Mork  
Office of Utility Consumer Counselor  
PNC Center  
115 W. Washington Street, Suite 1500 South  
Indianapolis, IN 46204  
wfine@oucc.in.gov  
rhelmen@oucc.in.gov  
rmork@oucc.in.gov  
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Robert Heidorn  
Vectren Corporation  
20 NW Fourth Street  
Evansville, IN 47708  
rheidorn@vectren.com

Chris Goffinet  
Huber Goffinet and Hagedorn  
727 Main Street  
Tell City, IN 47586  
cgoffinetlaw@psci.net

/s/ Jeremy L. Fetty  
Jeremy L. Fetty

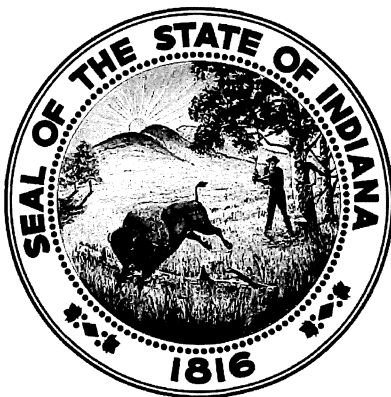
PARR RICHEY FRANDSEN PATTERSON KRUSE LLP  
251 N. Illinois Street, Suite 1800  
Indianapolis, IN 46204  
Telephone: (317) 269-2500  
Facsimile: (317) 269-2514  
E-mail: jfetty@parrlaw.com  
760820

State of Indiana  
Office of the Secretary of State

Certificate of Conversion  
of  
**REPUBLIC TRANSMISSION, LLC**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Conversion of the above Foreign Limited Liability Company have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Flexibility Act.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, May 12, 2017.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, May 16, 2017

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

201705121195991 / 7604279

To ensure the certificate's validity, go to <https://bsd.sos.in.gov/PublicBusinessSearch>

Approved and Filed  
201705121195991/7604279  
Filing Date: 05/16/2017  
Effective :05/12/2017 15:55  
CONNIE LAWSON  
Indiana Secretary of State



**ARTICLES OF ENTITY CONVERSION  
CONVERSION OF AN INDIANA NON-CORPORATION  
BUSINESS ENTITY INTO AN INDIANA LIMITED LIABILITY  
COMPANY**

State Form 51577 (R4 / 7-16)  
Approved by State Board of Accounts, 2016

Indiana Code 23-1-18-3

FILING FEE: \$30.00

<b>ARTICLES OF CONVERSION</b> <b>OF</b> <u>Republic Transmission, LLC</u> <i>(hereinafter "Non-surviving Business Entity")</i>
<b>INTO</b> <u>Republic Transmission, LLC</u> <i>(hereinafter "Surviving LLC")</i>

ARTICLE I: PLAN OF ENTITY CONVERSION		
a. Please set forth the Plan of Conversion, containing such information as required by <i>Indiana Code 23-1-38.5-11</i> , attach herewith, and designate it as "Exhibit A." The plan must specify the following: <ul style="list-style-type: none"> <li>A statement indicating that the type of business entity the surviving entity will be is an LLC;</li> <li>The terms and conditions of the conversion;</li> <li>The manner and basis of converting the interests, securities, obligations, rights to acquire interests or other securities of Non-surviving Business Entity following its conversion into the shares of Surviving LLC; and</li> <li>The full text, as in effect immediately after the consummation of the conversion, of the organic documents, if any, of Surviving LLC.</li> </ul>		
b. Please read and sign the following statement. <i>I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the organic document of Non-surviving Business Entity and is duly authorized as required by the laws of the State of Indiana.</i>		
Signature 	Printed Name Adam Gassaway	Title Project Manager

ARTICLE II: NAME AND TYPE OF NON-SURVIVING BUSINESS ENTITY
a. The name of Non-surviving Business Entity immediately before filing these Articles of Entity Conversion is the following: <u>Republic Transmission, LLC</u>
b. Please state the type of business entity of Non-surviving Business Entity below. <u>Delaware Limited Liability Company</u>

ARTICLE III: NAME AND PRINCIPAL OFFICE OF SURVIVING LLC			
a. The name of Surviving LLC is the following • (Please note pursuant to <i>Indiana Code 23-18-2-8</i> , this name must include the words "Limited Liability Company", "L.L.C.", or "LLC".) <u>Republic Transmission, LLC</u>			
b. The address of Surviving LLC's Principal Office is the following:			
Street Address (number and street) <u>One Tower Center Blvd., 21st Floor</u>	City <u>East Brunswick</u>	State <u>NJ</u>	ZIP Code <u>08816</u>

ARTICLE IV: REGISTERED OFFICE AND AGENT OF SURVIVING LLC			
Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:			
Name of Registered Agent <u>Corporation Service Company</u>			
Address of Registered Office (number and street or building)			
<u>135 North Pennsylvania Street, Suite 1610</u>	City <u>Indianapolis</u>	State <u>Indiana</u>	ZIP code <u>46204</u>

Approved and Filed  
201705121195991/7604279  
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CONNIE LAWSON  
Indiana Secretary of State

**ARTICLE V: DISSOLUTION OF SURVIVING LLC**

Please indicate when dissolution will take place in Surviving LLC:

- ☐ The latest date upon which Surviving LLC is to dissolve is \_\_\_\_\_, OR  
☒ Surviving LLC is perpetual until dissolution.

**ARTICLE VI: MANAGEMENT OF SURVIVING LLC**

Surviving LLC will be managed by: *(please indicate which)* ☒ The members of Surviving LLC, OR  
☐ A manager or managers

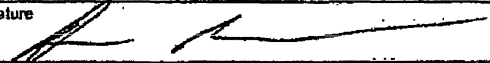
In Witness Whereof, the undersigned being an officer or other duly authorized representative of above-stated Surviving LLC executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 10th day of May, 2017

Required:

- ☒ By checking the box, the Signator(s) represent(s) that the registered agent named in the application has consented to the appointment of registered agent.

Signature



Printed name

Adam Gassaway

Title

Project Manager

**EXHIBIT A****PLAN OF CONVERSION**

**THIS PLAN OF CONVERSION** ("Plan") is hereby adopted to effect the conversion of Republic Transmission, LLC, a Delaware limited liability company ("Non-Surviving Entity") into Republic Transmission, LLC, an Indiana limited liability company ("Surviving Entity").

**WITNESSETH:**

**WHEREAS**, the sole member of the Non-Surviving Entity deems it advisable, desirable, and in the best interests of the Non-Surviving Entity that the Non-Surviving Entity be converted into the Surviving Entity pursuant to the terms and conditions contained herein (the "Conversion") and has, by a written consent, duly adopted and approved this Plan and the Conversion in accordance with the provisions of the Delaware Limited Liability Act, as amended, the Indiana Business Corporation Law, as amended (the "Indiana Corporate Law"), and the Indiana Business Flexibility Act (the "Indiana LLC Act"), and together with the Indiana Corporate Law, the "Acts").

**NOW THEREFORE**, in consideration of the foregoing and the covenants and agreements contained herein and subject to the terms and conditions hereinafter set forth, it is agreed as follows:

1. Conversion and Effective Time. The Non-Surviving Entity shall, pursuant to the Acts, be converted into the Surviving Entity, which shall continue to exist pursuant to the provisions of the Acts. The Conversion shall become effective at the time of filing on the date it is filed with the Secretary of State of the State of Indiana (the "Effective Time").
2. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity is attached hereto and shall continue in full force and effect until amended or changed in the manner prescribed by the provision of the Indiana LLC Act. The Articles of Organization will be executed by a duly authorized representative of the Surviving Entity and filed with the Secretary of State of the State of Indiana.
3. Exchange of Membership Interests. Immediately prior to the Effective Time, 100% of the membership interests of the Non-Surviving Entity were held by the sole member (the "Converting Membership Interest"). As of the Effective Time, by virtue of the Conversion and by operation of law, the Converting Membership Interest shall be converted into 100% of the membership interests of the Surviving Entity and shall be held by the sole member.


**SIGNATURE PAGE FOLLOWS NEXT**

INDIANA SECRETARY OF STATE  
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 2017 MAY 12 PM 3:55

Approved and Filed  
201705121195991/7604279  
Filing Date: 05/16/2017  
Effective :05/12/2017 15:55  
CONNIE LAWSON  
Indiana Secretary of State

IN WITNESS WHEREOF, the undersigned has set its hands effective as of this 10<sup>th</sup> day of May, 2017.

REPUBLIC TRANSMISSION, LLC



Adam Gassaway, Project Manager



Approved and Filed  
201705121195991/7604279  
Filing Date: 05/16/2017  
Effective :05/12/2017 15:55  
CONNIE LAWSON  
Indiana Secretary of State



# ARTICLES OF ORGANIZATION DOMESTIC LIMITED LIABILITY COMPANY

State Form 49459 (R6 / 6-16)  
Approved by State Board of Accounts, 2016

Indiana Code 23-18-2-4  
23-18-12-3

FILING FEE: \$100.00

## ARTICLES OF ORGANIZATION

The undersigned, desiring to form a Limited Liability Company (*hereinafter referred to as "LLC"*) pursuant to the provisions of the Indiana Business Flexibility Act, executes the following Articles of Organization.

### ARTICLE I - NAME AND PRINCIPAL OFFICE

Name of LLC (*The name must include the words Limited Liability Company or an abbreviation thereof.*)

Republic Transmission, LLC

Address of Principal Office (*number and street - PO box not accepted*)

One Tower Center Blvd., 21st Floor

City

East Brunswick

State

NJ

ZIP code

08816

### ARTICLE II - REGISTERED OFFICE AND AGENT

Registered Agent: The name and street address of the LLC's Registered Agent and Registered Office for service of process are:

Name of Registered Agent (*Cannot be the LLC itself.*)

Corporation Service Company

Address of Registered Office (*number and street or building - PO box not accepted*)

135 North Pennsylvania Street, Suite 1610

City

Indianapolis

State

IN

ZIP code

46204

Required:

- ☒ By checking the box, the Signator(s) represent(s) that the Registered Agent named in the application has consented to the appointment of Registered Agent.

### ARTICLE III - DISSOLUTION

- ☒ The LLC is perpetual until dissolution.

OR

- ☐ The latest date upon which the LLC is to dissolve (*month, day, year*): \_\_\_\_\_

### ARTICLE IV - MANAGEMENT

The LLC will be managed by its manager or managers.

☐ Yes

☒ No

- ☒ The LLC will be a single member LLC (*optional*).

In Witness Whereof, the undersigned executes these Articles of Organization and verifies, subject to penalties of perjury, that the statements contained herein are true, this 10 day of May 2017.

Signature

Printed name

Adam Gassaway

This instrument was prepared by (name):

Matthew D. Bigham

Address (*number and street, city, state, and ZIP code*)

400 Chesterfield Center, Suite 110, Chesterfield, MO 63017

INDIANA SECRETARY OF STATE  
RECEIVED  
2017 MAY 12 PM 3:55