

MINUTES OF A SPECIAL MEETING OF COUNCIL FOR THE PURPOSES OF THE SHAREHOLDERS OF WHITBY HYDRO ENERGY CORPORATION HELD ON MONDAY, JUNE 11, 2012, AT THE HOUR OF 5:00 P.M., IN COMMITTEE ROOM ONE OF THE WHITBY MUNICIPAL BUILDING

PRESENT: On behalf of the Shareholder, the Corporation of the Town of Whitby and Its Council

Mayor Perkins

Councillor Coe
Councillor Drumm
Councillor Emm
Councillor Hanson
Councillor Mitchell
Councillor Montague
Councillor Roy

Mayor Perkins in the Chair

ABSENT: Councillor Mitchell (with regrets)

ALSO PRESENT: J. Sanderson, President and Chief Executive Officer, Whitby Hydro Energy Corporation
R. Abi-Rashed, Treasurer, Whitby Hydro Energy Corporation
P. Jesty, Auditor, Deloitte & Touche
J. Longfield, Director, Whitby Hydro Energy Corporation
D. MacMaster, Director, Whitby Hydro Energy Corporation
P. McNeil, Director, Whitby Hydro Energy Corporation
R. Petrie, Chief Administrative Officer, Town of Whitby
D. Wilcox, Town Clerk, Town of Whitby

The meeting began at 5:04 p.m.

1. DISCLOSURES OF INTEREST

Mayor Perkins made a declaration of interest under the Municipal Conflict of Interest Act with respect to any items that may be discussed related to labour negotiations and/or customer service with respect to Whitby Hydro as a family member is employed by Whitby Hydro.

2. ITEM FOR CONSIDERATION

2.1 Whitby Hydro Energy Corporation Shareholders Meeting

- a) Shareholder Direction Amendment
Amendment #24
Amend 4.2 (b) – Board and Term Effective February 1, 2012

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RESOLUTION NO. 154-12

MOVED by Councillor Montague
Seconded by Councillor Hanson

WHEREAS the Corporation of the Town of Whitby (the "Shareholder") is the registered and beneficial owner of all of the issued and outstanding shares of Whitby Hydro Energy Corporation (the "Corporation");

AND WHEREAS the Shareholder executed a Shareholder Direction dated June 26th, 2000 (the "Shareholder Direction") with respect to the Corporation;

AND WHEREAS the Shareholder wishes to amend the Shareholder Direction as set forth herein;

NOW THEREFORE THIS AMENDMENT NO. 24 TO THE SHAREHOLDER DIRECTION WITNESSESS:

1. The Shareholder Direction Article 4.2 (b) is hereby amended to read as follows:

4.2 (b) Board and Term Effective February 1st, 2012

The Board for the Corporation shall consist of the following members elected by the Shareholder for the following terms or until a successor is elected.

- | | |
|---------------------|-------------------------|
| 1. Ross Batten | Until November 30, 2012 |
| 2. Don MacMaster | Until November 30, 2012 |
| 3. Patricia Perkins | Subject to Article 4.3 |
| 4. Judi Longfield | Until November 30, 2013 |
| 5. Sue Pitchforth | Until November 30, 2013 |
| 6. Patrick McNeil | Until November 30, 2014 |

2. The amendments referred to herein shall be effective as of February 1st, 2012.

CARRIED

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- b) Audited Financial Statements and Auditor's Report
Whitby Hydro Energy Corporation (Consolidated) and
Whitby Hydro Electric Corporation for the period ending
December 31, 2011

R. Abi-Rashed, Treasurer, provided a detailed overview of the Audited Financial Statements and Auditor's Report for the Whitby Hydro Energy Corporation and the Whitby Hydro Electric Corporation for the period ending December 31, 2011. P. Jesty, Deloitte & Touche confirmed that due diligence had been taken with the review of the Auditor's Report, including a detailed review with the Audit Committee.

A brief question and answer period ensued.

RESOLUTION NO. 155-12

MOVED by Councillor Emm
Seconded by Councillor Coe

That the Audited Financial Statements and Auditor's Report for Whitby Hydro Energy Corporation (Consolidated) and Whitby Hydro Electric Corporation for the period ending December 31, 2011 be received for information.

CARRIED

- d) Appointment of the Auditors

RESOLUTION NO. 156-12

MOVED by Councillor Hanson
Seconded by Councillor Coe

That Deloitte & Touche be appointed as the Auditors for the Whitby Hydro Energy Corporation and the Whitby Hydro Electric Corporation for a one-year term.

CARRIED

3. CONFIRMING BY-LAW 6624-12

RESOLUTION NO. 157-12

Councillor Coe, seconded by Councillor Roy, move for leave to introduce a by-law and to dispense with the reading of the by-law by the Clerk to confirm the proceedings of the Council of the Town of Whitby at its special meeting held on June 11, 2012, and that

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the same be considered read a first, second and third time and finally passed and that the Mayor and the Clerk sign the same and the Seal of the Corporation be thereto affixed.

CARRIED

4. ADJOURNMENT

RESOLUTION NO. 158-12

MOVED by Councillor Coe
Seconded by Councillor Emm

That this Special Meeting of Council be adjourned.

CARRIED

The meeting adjourned at 5:17 pm.

Debi A. Wilcox, Town Clerk

Patricia Perkins, Mayor