

Present: Councillor Alexander
Councillor Leahy
Councillor Lee
Councillor Mulcahy
Councillor Newman
Councillor Roy
Councillor Shahid
Councillor Yamada (arrived at 6:34 p.m.)

Also Present: M. Gaskell, Chief Administrative Officer
S. Beale, Commissioner of Public Works
W. Mar, Commissioner of Legal and By-law Services/Town Solicitor
C. Harris, Town Clerk
C. Siopis, Manager of Corporate Communications
A. McCullough, Manager of Financial Planning
J. Romano, Manager of Facilities
K. Narraway, Manager of Legislative Services/Deputy Clerk
(Recording Secretary)

Regrets: Mayor Mitchell

1. Declarations of Pecuniary Interest
 - 1.1 There were no declarations of pecuniary interest.
2. Presentations
 - 2.1 There were no presentations.
3. Delegations
 - 3.1 There were no delegations.
4. Items for Consideration
 - 4.1 Legal and By-law Services and Office of the Town Clerk Joint Report, CLK 03-19

Re: Independent Director Appointments to the Elexicon HoldCo Board

A brief question and answer period ensued about whether or not there was a residency requirement for persons appointed as Directors to the Board.

Resolution # 71-19

Moved By Councillor Roy
Seconded By Councillor Lee

WHEREAS The Corporation of the Town of Whitby (the "Municipality") is a party to a Merger Participation Agreement dated July 10, 2018 (the "MPA") with respect to the amalgamation (the "Amalgamation") of Whitby Hydro Energy Corporation and Veridian Corporation to form Elexicon Corporation (the "Merged Holdco"), to which is attached a form of Unanimous Shareholder Agreement (the "USA") to be executed and come into force as at the date of the Amalgamation;

AND WHEREAS, under the USA the Municipality may nominate two Independent Directors (as defined below) of Merged Holdco following receipt of a recommendation by the board of directors of Whitby Hydro Energy Corporation;

AND WHEREAS the USA provides that the initial board of Merged Holdco shall consist of six independent directors (each, an "Independent Director") and five directors that are the mayors of the municipal shareholders of the Merged Holdco or such mayor's designate;

AND WHEREAS, the Municipality has received such a recommendation in respect of Patrick McNeil (to serve a two (2) year term) and Lesley Rose (to serve a three (3) year term) (the "Recommended Directors");

AND WHEREAS the USA defines an Independent Director, in relation to a municipality, as an individual that, at the time of his or her appointment to a Board and throughout his or her term as a member of such Board, is not: the Mayor of such municipality; a member of the municipal council of such municipality; a member of a "local board" (as defined in the Municipal Act, 2001) of such municipality; or an employee of such municipality or such local board;

AND WHEREAS the Recommended Directors would, if elected, be Independent Directors and otherwise fulfill the requirements to be directors of the Merged Holdco.

BE IT RESOLVED THAT:

1. The Municipality nominates the Recommended Directors and Mayor Don Mitchell to the Board of Directors of the Merged Holdco effective as at the date of the Amalgamation;
2. Council hereby authorizes the Chief Administrative Officer of the Municipality as the legal representative of the Municipality (the "Authorized Representative") to elect the following persons as directors of Merged Holdco effective as of the date of the Amalgamation for an initial term as indicated:

Patrick McNeil (Independent Director) to hold office for two (2) years;

Lesley Rose (Independent Director) to hold office for three (3) years; and,

Don Mitchell (Mayor) to hold office concurrent with the municipal term of the Mayor for the Town of Whitby.

3. Council hereby authorizes the Authorized Representative as the legal representative of the Municipality to elect the following persons as directors of Merged Holdco effective as of the date of the amalgamation:
 - a. Such individuals as Ajax, Belleville, Clarington, and Pickering shall duly nominate in accordance with the USA to hold office for such period of time as those municipalities have chosen as an initial term;
4. The Authorized Representative is authorized and directed, for and in the name of and on behalf of the Municipality:
 - a. to provide notice to the other parties to the MPA of these resolutions and to vote at a meeting of shareholders of Merged Holdco, to execute a written resolution of the shareholders of Merged Holdco, to execute and deliver all such other agreements, amendments, instruments, certificates, resolutions and other documents, and to do all such other acts and things as the Authorized Representative may determine to be necessary or advisable in connection with the election of the directors as set out in paragraphs 2 and 3 above, the execution and delivery of any such agreement, amendment, instrument, certificate, resolution or other document or the doing of any such other act or thing by the Authorized Representative being conclusive evidence of such determination; and,
 - b. to execute and deliver all such other agreements,

amendments, instruments, certificates, resolutions and other documents, and to do all such other acts and things as the Authorized Representative may determine to be necessary or advisable in connection with the first shareholder meeting of Merged Holdco, including without limitation the election of the directors of the subsidiaries of Merged Holdco, setting the compensation of such directors and dealing with matters to be decided by the shareholders of Merged Holdco as contemplated in the MPA or USA, the execution and delivery of any such agreement, amendment, instrument, certificate, resolution or other document or the doing of any such other act or thing by the Authorized Representative being conclusive evidence of such determination.

Carried

5. Confirmatory By-law

5.1 Confirmatory By-law

Resolution # 72-19

Moved By Councillor Leahy
Seconded By Councillor Newman

That leave be granted 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 February 25, 2019 and the same be considered read and passed and the Mayor and Clerk sign the same and the Seal of the Corporation be thereto affixed.

Carried

6. Adjournment

6.1 Motion to Adjourn

Moved By Councillor Newman
Seconded By Councillor Alexander

That the meeting adjourn.

Carried

The meeting adjourned at 6:35 p.m.

Christopher Harris, Town Clerk

Don Mitchell, Mayor