

**THE CORPORATION OF THE TOWNSHIP OF TAY
REGULAR COUNCIL MEETING
WEDNESDAY, FEBRUARY 22, 2017
7:00 P.M.**

PRESENT:

Mayor Scott Warnock
Deputy Mayor David Ritchie
Councillor Jim Crawford
Councillor Heinrich Naumann
Councillor Catherine Root
Councillor Sandy Talbot

STAFF PRESENT:

Robert Lamb, CAO/Deputy Clerk
Cyndi Bonneville, Administrative Assistant
Joanne Sanders, Director of Finance
Peter Dance, Director of Public Works
Steve Farquharson, Director of Planning & Development

REGRETS:

Councillor Gerard LaChapelle

1. CALL TO ORDER:

Mayor Warnock called the meeting to order at 7:00 p.m.

2. MOMENT OF SILENT REFLECTION:

Mayor Warnock called for a moment of silent reflection.

3. ADOPTION OF THE AGENDA

Moved By: Councillor Jim Crawford

Seconded By: Deputy Mayor David Ritchie

That the Council Meeting Agenda for February 22, 2017 be adopted as amended:

Carried.

4. DECLARATIONS OF INTEREST:

Deputy Mayor Ritchie declared a pecuniary interest on Municipal Report 2017-02-01 Recommendation #24 as he is a Board Trustee for the Martyrs' Shrine.

5. CORRESPONDENCE:

Moved By: Deputy Mayor David Ritchie

Seconded By: Councillor Jim Crawford

That the correspondence be directed to file with the exception of those items being referred to committee chairpersons.

Carried.

6. DELEGATIONS:

None were presented.

7. MUNICIPAL REPORTS:

7.1 Municipal Report 2017-02-01:

Moved By: Councillor Sandy Talbot

Seconded By: Councillor Catherine Root

That Municipal Report No. 2017-02-01 be and is hereby adopted as follows:

1. Carried.	10. Carried.	19. Carried
2. Carried.	11. Carried.	20. Carried.
3. Carried.	12. Carried.	21. Carried.
4. Carried.	13. Carried.	22. Carried.
5. Carried.	14. Carried.	23. Carried.
6. Carried.	15. Carried.	24. Carried.*
7. Carried.	16. Carried.	25. Carried.
8. Carried.	17. Carried.	26. Carried.
9. Carried.	18. Carried.	

Carried.

* Deputy Mayor Ritchie declared a pecuniary interest on Municipal Report 2017-02-01 Recommendation #24 and removed himself from his seat.

Deputy Mayor Ritchie resumed his seat following consideration of the motion.

8. OTHER BUSINESS:

8.1 Report from the Director of Public Works regarding Road Needs Study Contract Award.

Council received Report No. PW-2017-18 from the Director of Public Works regarding Road Needs Study Contract Award.

Moved By: Councillor Heinrich Naumann

Seconded By: Councillor Sandy Talbot

That report PW-2017-18 regarding the road needs study consulting assignment be received;

And that C.C. Tatham & Associates Ltd. be awarded the assignment for completion of the roads needs study further to the Township's Request for Proposal (RFP 2017-03) and their Proposal dated February 2, 2017 including the optional Guiderail Program for a total cost of \$65,944 plus HST;

And that staff be directed to prepare the By-law authorizing the execution of the agreement between the Township of Tay and C.C. Tatham & Associates Ltd.

Carried.

8.2 Report from the Director of Public Works regarding Contract 2017-04 Two Wheel Drive Pickup Trucks.

Council received Report No. PW-2017-17 from the Director of Public Works regarding Contract 2017-04 for the purchase of two, 2017 two wheel drive pickup trucks.

Moved By: Councillor Catherine Root

Seconded By: Councillor Sandy Talbot

That Staff Report No. PW-2017-17 regarding the purchase of two, 2017, two wheel drive pickup trucks, Contract 2017-04 be received;

And that the bid from Jim Wilson Chevrolet Buick GMC in the amount of \$48,510.96 before HST to supply two, 2017, two wheel drive half ton pickup trucks be accepted;

And that staff be directed to prepare the by-law authorizing the execution of the contract between the Township of Tay and Jim Wilson Chevrolet Buick GMC.

Carried.

8.3 Report from the President, Newmarket-Tay Power Distribution – Re: Approval of Bid for the Acquisition of Another Utility.

Council received a report from the President, Newmarket-Tay Power Distribution Ltd. regarding approval of bid for the acquisition of another utility.

Moved By: Councillor Sandy Talbot

Seconded By: Councillor Catherine Root

That the Newmarket – Tay Power Distribution Ltd. (“NT Power”) Report of the President dated February 16, 2017 regarding the submission of a binding offer to acquire another electric distribution utility be received and the following recommendations be adopted:

WHEREAS NT Power received a request for proposals and confidential information memorandum for a sale transaction involving another electric distribution utility (the “Target”) on December 9, 2016 (the “RFP”);

AND WHEREAS confidential briefing memoranda from Paul Ferguson, President of NT Power regarding the RFP dated January 18, 2017 and February 10, 2017 (the “Confidential Briefing Memos”) have been provided to the directors of NT Power, the municipal council of the Town of Newmarket and the municipal council of the Township of Tay;

Cont’d..

AND WHEREAS Article 3.05 of a Shareholders Agreement between Tay Hydro Inc. ("Tay Holdco"), Newmarket Hydro Holdings Inc. (and together with Tay Holdco the "Shareholders"), NT Power, The Corporation of the Township of Tay and The Corporation of the Town of Newmarket dated April 30, 2007 (the "Shareholders Agreement") requires approval by all of the Shareholders (i) for the purchase of any assets or business by NT Power or any Subsidiary (as defined in the Shareholders Agreement), other than the ordinary course of Business (as defined in the Shareholders Agreement), having a value in excess of 20 percent of the Asset Value (as defined in the Shareholders Agreement), (ii) for the borrowing of any money or the giving of any security in excess of 15 percent of the Asset Value, and (iii) for the entering into of an amalgamation, merger or consolidation with any other body corporate by NT Power or any Subsidiary;

AND WHEREAS NT Power proposes to submit a binding offer in response to the RFP and to enter into a share purchase agreement (the "Share Purchase Agreement") with the vendor pursuant to which NT Power will purchase all of the issued and outstanding shares of the Target, on and subject to the terms of the Share Purchase Agreement (the "Purchase and Sale Transaction");

AND WHEREAS NT Power wishes to enter into certain financing arrangements, including the borrowing of money and the giving of security, in connection with the Purchase and Sale Transaction;

AND WHEREAS NT Power wishes to enter into an amalgamation with the Target following the completion of the Purchase and Sale Transaction;

NOW THEREFORE BE IT RESOLVED by the Municipal Council of the Corporation of the Township of Tay ("the Municipal Council") as follows:

1. That the Municipal Council authorizes and approves the Purchase and Sale Transaction and the entering into of the Share Purchase Agreement by NT Power.
2. That the Municipal Council authorizes and approves the entering into of financing arrangements, including the borrowing of money and the giving of security, by NT Power in connection with the Purchase and Sale Transaction (the "Financing").

Cont'd...

3. That the Municipal Council authorizes and approves the entering into of an amalgamation between NT Power and the Target following the completion of the Purchase and Sale Transaction (the "Amalgamation" and, together with the Financing and the Purchase and Sale Transaction, the "Transactions").

4. That the Chief Administrative Officer of the Corporation of the Township of Tay is authorized to approve the forms of all other documents contemplated or required to be executed by the Corporation of the Township of Tay to give effect to the foregoing resolutions or necessary in connection with the Transactions (collectively, the "Additional Documents") and to execute and deliver the Additional Documents each in the form so approved.

Carried.

9. **BY-LAWS:**

2017-10 Agreement, Purchase of Pickup Trucks (Jim Wilson)
2017-11 Agreement, Road Needs Study (CC Tatham)
2017-12 Appointment, Clerk
2017-13 Business Licensing

Moved By: Councillor Jim Crawford

Seconded By: Deputy Mayor David Ritchie

That leave be granted to introduce By-laws 2017-10, 2017-11, 2017-12 and 2017-13.

Carried.

Moved By: Councillor Sandy Talbot

Seconded By: Councillor Catherine Root

That By-laws 2017-10, 2017-11, 2017-12 and 2017-13 be read a first, second and third time and finally passed.

Carried.

10. **NOTICES OF MOTION:**

Councillor Talbot gave notice that she will bring the following motion forward at the March 22, 2016 Council meeting:

That the organizers of the Waubaushene Community Hub be requested to come to a future Committee of All Council meeting to brief Council on the project and what expectations they may have of the Township for this project.

11. **CLOSED SESSION:**

No Closed Session was held.

12. CONFIRMATORY BY-LAW:

Moved By: Councillor Catherine Root

Seconded By: Councillor Sandy Talbot

That leave be granted to introduce By-law 2017-14 being a by-law to adopt the proceedings of the meeting.

Carried.

Moved By: Deputy Mayor David Ritchie

Seconded By: Councillor Jim Crawford

That By-law 2017-14 being a by-law to adopt the proceedings of the meeting be read a first, second and third time and finally passed.

Carried.

13. ADJOURNMENT:

Moved By: Councillor Jim Crawford

Seconded By: Deputy Mayor David Ritchie

That this Regular Meeting of Council adjourn at 7:41 p.m. and to reconvene on March 22nd, 2017 at 7:00 p.m.

Carried.

MAYOR

CLERK