

**The Corporation of the Township of Tay  
Special Council Meeting**

**Wednesday, February 13, 2019  
10:00 a.m.**

**Present:** Mayor Ted Walker  
Deputy Mayor Gerard LaChapelle  
Councillor Paul Raymond  
Councillor Jeff Bumstead  
Councillor Mary Warnock  
Councillor Barry Norris

**Staff Present:** Alison Gray, Clerk  
Peter Dance, Director of Public Works  
Joanne Sanders, Director of Finance  
Steve Farquharson, Director of Planning & Development  
Shawn Aymer, Deputy Fire Chief/FPO  
Daryl O'Shea, ICT Coordinator

**Regrets:** Councillor Sandy Talbot

1. **Call to Order:**  
Mayor Walker called the meeting to order at 10:00 a.m.

2. **Approval of the Agenda:**  
**Moved By: Councillor Mary Warnock**  
**Seconded By: Councillor Jeff Bumstead**  
**That the Special Council Meeting Agenda for February 13, 2019**  
**be adopted as circulated.**  

**Carried.**

3. **Disclosure of Interest:**  
None were declared.

4. **Staff Reports /Other Business**  
**4.1 Oath of Office: Deputy Mayor Gerard LaChapelle**  
The Clerk administered the Oath of Office to Deputy Mayor-designate Gerard LaChapelle.  
Deputy Mayor LaChapelle then assumed his seat and thanked Council for their support.

**4.2 Report from the President of Newmarket-Tay Power Distribution – Re; Newmarket-Tay Power Distribution Ltd. Shareholders Agreement.**

Council received a report from the President of Newmarket-Tay Power Distribution, dated January 25, 2019 regarding Newmarket-Tay Power Distribution Ltd. Shareholders Agreement

**Moved By: Deputy Mayor Gerard LaChapelle**

**Seconded By: Councillor Paul Raymond**

**THAT the Newmarket – Tay Power Distribution Ltd. Report of the President dated January 25, 2019 regarding an amendment to the Shareholders Agreement between Tay Hydro Inc., Newmarket Hydro Holdings Inc., Newmarket – Tay Power Distribution Ltd., the Corporation of the Town of Newmarket and the Corporation of the Township of Tay be received and the following recommendation be adopted:**

**WHEREAS Article 3.03(1) of the Shareholders Agreement between Tay Hydro Inc., Newmarket Hydro Holdings Inc., Newmarket – Tay Power Distribution Ltd. (the "Corporation"), the Corporation of the Town of Newmarket and the Corporation of the Township of Tay (the "Agreement") states:**

**"The board of directors of the Corporation shall consist of (7) directors, four (4) of whom shall be Non-Municipal Appointees, one (1) of whom shall be the Mayor of Tay, one (1) of whom shall be the Mayor of Newmarket, and one (1) of whom shall be the chief executive officer of the Corporation. The chair of the board of directors shall be a Non-Municipal Appointee designated by the other six (6) directors."**

**AND WHEREAS the Township of Tay has requested that Article 3.03(1) be amended to allow for a designated sitting member of Council to be appointed to the board of directors in the Mayor's place;**

**AND WHEREAS the Council of the Town of Newmarket is agreeable to this amendment;**

**NOW THEREFORE BE IT RESOLVED by the Municipal Council of the Township of Tay that Article 3.03(1) of the Agreement be amended to state:**

**"The board of directors of the Corporation shall consist of seven (7) directors, four (4) of whom shall be Non-Municipal Appointees, one (1) of whom shall be the Mayor of Tay or a designated sitting member of the Council of the Township of Tay, one (1) of whom shall be the Mayor of Newmarket or a designated sitting member of the Council of the Town of Newmarket, and one (1) of whom shall be the chief executive officer of the Corporation. The chair of the board of directors shall be a Non-Municipal Appointee designated by the other six (6) directors."**

**Carried.**

**4.3 Report from the President of Newmarket-Tay Power Distribution – Re: Tay Hydro Inc. 2017 Annual General Meeting.**

Council received a report from the President of Newmarket-Tay Power Distribution, dated January 25, 2019 regarding Tay Hydro Inc. 2017 Annual General Meeting.

**Moved By: Councillor Paul Raymond**

**Seconded By: Deputy Mayor Gerard LaChapelle**

**THAT the Tay Hydro Inc. Report of the President dated January 25, 2018 regarding the financial statements of Tay Hydro Inc., Tay Utility Contracting Inc., the written resolutions of Newmarket – Tay Power Distribution Ltd. and appointment of the sole director and auditors be received and the following recommendations be adopted:**

**WHEREAS the Corporation of the Township of Tay (the “Sole Shareholder”) is the Sole Shareholder of Tay Hydro Inc. (“Tay Hydro”);**

**AND WHEREAS Tay Hydro owns a minority of common shares of Newmarket-Tay Power Distribution Ltd. (“NT Power”);**

**AND WHEREAS Tay Hydro owns all of the common shares of Tay Utility Contracting Inc. (“Tay Contracting”);**

**AND WHEREAS pursuant to s.102(2) of the *Business Corporations Act* (Ontario) (the “*OBCA*”) where a body corporate is the shareholder of a corporation the corporation shall recognize any individual properly authorized by the body corporate to represent it at meetings of shareholders of the corporation;**

**AND WHEREAS pursuant to s.104 of the *OBCA* a written resolution dealing with all the matters required to be dealt with at a shareholders meeting and signed by the shareholders entitled to vote at that meeting satisfies all requirements of the *OBCA* relating to that meeting of shareholders;**

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

- 1. THAT the Mayor, as the Sole Shareholder’s legal representative, is directed to sign the following Tay Hydro Shareholder resolutions:**
  - a. THAT the Tay Hydro financial statements for the financial year ended December 31, 2017 together with the report of Tay Hydro’s auditors, Collins Barrow, thereon dated December 12, 2018 be approved and adopted.**
  - b. THAT Collins Barrow, Chartered Accountants, be appointed auditors of Tay Hydro to hold office until the next annual meeting of shareholders at such remuneration as may be fixed by the sole director and the sole director is authorized to fix such remuneration.**

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- c. THAT Robert Lamb be appointed as the sole director of Tay Hydro to hold office until the next annual meeting of shareholders or until his successor is elected or appointed.
  - d. THAT Robert Lamb, so long as he is the sole director of Tay Hydro, shall represent Tay Hydro at meetings of shareholders of NT Power and Tay Contracting;
  - e. AND THAT all acts, contracts, bylaws, proceedings, appointments elections and payments, enacted, made, done and taken by the sole director and officers of Tay Hydro to December 31, 2017, as the same are set out or referred to in the resolutions of the sole director, or in the financial statements of Tay Hydro, are approved, sanctioned and confirmed.
2. THAT the Mayor, as the Sole Shareholder's legal representative, direct Robert Lamb, the sole director and legal representative of Tay Hydro, to sign the following NT Power shareholder resolutions in lieu of an annual meeting:
- a. THAT the financial statements of NT Power for the financial year ended December 31, 2017 together with the report of NT Power's auditors, Collins Barrow, thereon dated March 28, 2018 be approved and adopted.
  - b. THAT Collins Barrow, Chartered Accountants, be appointed auditors of NT Power to hold office until the next annual meeting of shareholders at such remuneration as may be fixed by the directors and the directors are authorized to fix such remuneration.
  - c. THAT J. Taylor, T. Walker, B. Gabel, R. Betts, D. Charleson, C. Prattas and P. Ferguson are elected directors of NT Power to hold office until the next annual meeting of shareholders or until their successors are elected or appointed.
  - d. AND THAT all acts, contracts, bylaws, proceedings, appointments elections and payments, enacted, made, done and taken by the directors and officers of NT Power to December 31, 2017, as the same are set out or referred to in the resolutions of the board of directors, the minutes of the meetings of the board of directors or in the financial statements of NT Power, are approved, sanctioned and confirmed.
3. AND THAT the Mayor, as the Sole Shareholder's legal representative, direct Robert Lamb, the sole director and legal representative of Tay Hydro, to sign the following Tay Contracting shareholder resolutions in lieu of an annual meeting:

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- a. THAT the Tay Contracting financial statements for the financial year ended December 31, 2017 together with the report of Tay Contracting's auditors, Collins Barrow, thereon dated April 11, 2018 be approved and adopted.
- b. THAT Collins Barrow, Chartered Accountants, be appointed auditors of Tay Contracting to hold office until the next annual meeting of shareholders at such remuneration as may be fixed by the sole director and the sole director is authorized to fix such remuneration.
- c. THAT Robert Lamb be appointed as the sole director of Tay Contracting to hold office until the next annual meeting of shareholders or until his successor is elected or appointed.
- d. AND THAT all acts, contracts, bylaws, proceedings, appointments elections and payments, enacted, made, done and taken by the sole director and officers of Tay Contracting to December 31, 2017, as the same are set out or referred to in the resolutions of the sole director, or in the financial statements of Tay Contracting, are approved, sanctioned and confirmed.

Carried.

5. **By-laws:**

None were presented.

6. **Confirming By-law:**

Moved By: Councillor Mary Warnock

Seconded By: Councillor Jeff Bumstead

That By-law 2019-09 being a by-law to adopt the proceedings of the meeting be read a first, second and third time and finally passed.

Carried.

7. **Adjournment:**

Moved By: Councillor Mary Warnock

Seconded By: Councillor Jeff Bumstead

That this Special Meeting of Council adjourn at 10:20 a.m.

Carried.

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MAYOR

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CLERK