



SPECIAL COUNCIL MEETING MINUTES

Monday May 13, 2019

05:30 PM

PRESENT:

Lord Mayor Betty Disero, Councillors: Gary Burroughs, Norm Arsenault, Al Bisback, Clare Cameron, Wendy Cheropita, Stuart McCormack, Erwin Wiens (5:52 p.m.), John Wiens

REGRETS:

STAFF:

Holly Dowd
Peter Todd
Victoria Butters

Chief Administrative Officer
Town Clerk
Deputy Clerk

OTHERS:

Tim Curtis, President

Niagara-on-the-Lake Energy Inc.
& NOTL Hydro

Kazi Marouf

Vice President Operations - NOTL Hydro

Jeff Klassen

Vice President Finance - NOTL Hydro

Philip Wormwell

Board Member- NOTL Hydro

Jim Huntingdon

Board Member NOTL Hydro

Gary Zalepa

Regional Councillor

Robert Cheriton

Vice Chair

MEDIA:

Dariya Baiguzhiyeva
Penny Coles
Suzanne Mason

The Lake Report
The Niagara-on-the-Lake Local
St. Catharines Standard

CALL TO ORDER:

Lord Mayor Betty Disero called the meeting to order at 5:37 p.m.

CONFLICT OF INTEREST:

No conflicts were declared at this time.

DELEGATIONS:

Agenda Delegation

- (1) Tim Curtis, President, Niagara-on-the-Lake Energy Inc.
2018 Financial Statements, Annual General Meeting

Mr. Curtis introduced the members in the audience and introduced the Niagara-on-the-Lake Energy Inc. 2019 Annual General Meeting. Mr. Curtis referred to an electronic presentation and provided an overview of the following:

- Corporate Structure
- Industry Structure
- Regulatory Structure
- Niagara Region Hydro's Values
- 2018 Activities
- 2019 Plans
- Other Ongoing Activities
- Niagara Region Hydro's Delivery Charges - Residential
- Niagara Region Hydro's Delivery Charges - Small Business
- Niagara Region Hydro's Delivery Charges - Large Business
- Reliability
- Transformation Capacity
- NOTL Hydro Revenue
- Annual Payment to the Town
- Book Value of NOTL Hydro
- Corporate Resolutions

Mr. Curtis answered questions of Council.

Lord Mayor Betty Disero stepped down as Chair and Councillor Clare Cameron assumed the Chair.

Discussion took place regarding:

- process for appointment of directors
- maximum number of members on the board
- appointment of the ninth member
- members to be appointed

At this time, Lord Mayor Betty Disero resumed the chair and thanked Mr. Curtis for the presentation.

RESPONSE TO DELEGATIONS FROM COUNCIL:

There was no response to delegations.

CORRESPONDENCE AND MOTIONS:

Clerk to read resolution

1. The following resolution(s) be adopted:

(a) Niagara-on-the-Lake Energy Inc. Annual General Meeting minutes May 14, 2018

- resolution #1, **APPROVED MAY 14, 2018 AGM MEETING MINUTES.**

(b) Niagara-on-the-Lake Energy Inc. 2018 Financial Statements

- resolution #2, **APPROVED 2018 FINANCIAL STATEMENTS AND APPOINTMENT OF AUDITOR.**

(c) Niagara-on-the-Lake Energy Inc. Board of Directors

- resolution #3, **DEFERRED.**

PROCEEDINGS BY-LAW:

Clerk to read resolution for reading of by-law

5158-19- A by-law to confirm the proceedings at the Special Council Meeting of The Corporation of the Town of Niagara-on-the-Lake on May 13, 2019

-resolution #4, **BY-LAW RECEIVED THREE READINGS.**

VERBAL MOTIONS:

RESOLUTIONS:

1. Moved by Councillor John Wiens, seconded by Councillor Gary Burroughs

Be it resolved that the minutes of the Niagara-on-the-Lake Energy Inc. Annual General Meeting, held May 14, 2018, be approved.

APPROVED.

2. Moved by Councillor Norm Arsenault, seconded by Councillor John Wiens
THAT the Town Clerk be authorized to vote all shares of Niagara-on-the-Lake Energy Inc. held by The Corporation of the Town of Niagara-on-the-Lake in support of the Niagara-on-the-Lake Energy Inc. Corporate Resolution approving:

Adoption of the 2018 Financial Statements; and

Appointment of the auditor for Niagara-on-the-Lake Energy Inc., attached as Appendix A.

Appendix "A"

RESOLUTION OF THE SOLE SHAREHOLDER of NIAGARA-ON-THE-LAKE ENERGY INC. (hereinafter called the "Corporation")

The undersigned, being the sole shareholder of the above Corporation entitled to vote at a meeting of shareholders, hereby consents to the following resolution pursuant to the provisions of the Business Corporations Act:

FINANCIAL STATEMENTS

BE IT RESOLVED that the Financial Statements of the Corporation for the year ended the 31st day of December 2018 are hereby approved and adopted.

APPOINTMENT OF AUDITORS

BE IT RESOLVED that KPMG, LLP are hereby appointed the auditors of the Corporation to hold office until the close of the next annual meeting of the shareholders or until a successors is appointed, at such remuneration as may be fixed by the directors, and the directors are hereby authorized to fix such remuneration.

AND BE IT FURTHER RESOLVED that all acts, contracts, by-laws, proceedings, appointments, elections, payments and any other acts enacted, made, done, and taken by the directors and by the officers of the Corporation to the date hereof, are hereby approved, sanctioned and confirmed.

Dated the 13th day of May 2019

Per: Peter Todd

APPROVED.

3. Moved by Councillor Gary Burroughs, seconded by Councillor Norm Arsenault

THAT the Town Clerk be authorized to vote all shares of Niagara-on-the-Lake Energy Inc. held by The Corporation of the Town of Niagara-on-the-Lake in support of the Niagara-on-the-Lake Energy Inc. Corporate Resolution approving the appointment of:

Lord Mayor Betty Disero	Term of Council
Councillor John Wiens	Term of Council
CAO Holly Dowd	Term of Council
Chair Jim Ryan	2018 - 2022
Vice Chair G. Robert Cheriton	2018 – 2021
Jim Huntingdon (NOTL Hydro only)	2018 – 2020
Nick Miller (NOTL Hydro only)	2018 – 2020
Philip Wormwell (NOTL Hydro only)	2019 - 2023

to the Board of Directors of Niagara-on-the-Lake Energy Inc.
attached as Appendix A.

Appendix “A”

RESOLUTION OF THE SOLE SHAREHOLDER
of
NIAGARA-ON-THE-LAKE ENERGY INC.
(hereinafter called the “Corporation”)

The undersigned, being the sole shareholder of the above Corporation entitled to vote at a meeting of shareholders, hereby consents to the following resolution pursuant to the provisions of the Business Corporations Act:

BE IT RESOLVED that Lord Mayor Betty Disero, Councillor John Wiens, CAO Holly Dowd, Chair Jim Ryan, Vice Chair G. Robert Cheriton, be appointed as Directors of the Corporation.

Dated the 13th day of May 2019.

The Corporation of the Town of Niagara-on-the-Lake

Per: Peter Todd

DEFERRED TO JUNE 2019 MEETING.

4. Moved by Councillor Gary Burroughs, seconded by Councillor Al

Bisback that leave be given to introduce By-law No. 5158-19 and that the same be considered read a first, second and third time and passed, any ruling of this Council to the contrary notwithstanding.

APPROVED.

5. Moved by Councillor John Wiens, seconded by Councillor Clare Cameron that this Special Council adjourn to the following regular meeting being held May 13, 2019.

APPROVED.

VERBAL MOTIONS:

1. Moved by Councillor Stuart McCormack, seconded by Councillor Wendy Cheropita that the approval of appointments to the Board of Directors of Niagara-on-the-Lake Energy Inc appointments be deferred until a meeting in June.

APPROVED.

ADJOURNMENT: 06:22 PM

LORD MAYOR BETTY DISERO

TOWN CLERK PETER TODD



(a) NOTL Energy Inc Annual General Meeting May 14-18.pdf



(b) Adoption 2018 Finacial Statements.pdf



2018 Finacial Statements.PDF



20190503142042740.pdf



NOTL Energy AGM 2019 Presentation.pdf



NOTL Energy AGM resolutions 2019.pdf



(c) Board of Directors.pdf



NOTL Hydro AGM.pdf