



## SPECIAL COUNCIL MEETING MINUTES

Monday July 20, 2020

05:30 PM

### **PRESENT:**

This meeting was held via Video Conference due to COVID-19 and public health concerns and was able to be viewed via Livestream on the Town's website.

Lord Mayor Betty Disero, Councillors: Norm Arsenault, Al Bisback, Gary Burroughs, Wendy Cheropita, Erwin Wiens, John Wiens

### **REGRETS:**

### **STAFF:**

Sheldon Randall	Interim Chief Administrative Officer
Peter Todd	Town Clerk

### **OTHERS:**

Tim Curtis,	President Niagara-on-the-Lake Energy Inc. & NOTL Hydro
Jim Ryan	Chair, Board of Directors

### **MEDIA:**

This meeting was held via Video Conference due to COVID-19 and public health concerns and was able to be viewed via Livestream on the Town's website.

### **CALL TO ORDER:**

Lord Mayor Betty Disero called the meeting to order at 5:32 p.m.

### **CONFLICT OF INTEREST:**

No conflicts of interest declared at this time.

### **DELEGATIONS:**

*Agenda Delegation*

- (1) Tim Curtis President, Niagara-on-the-Lake Energy Inc.

Tim Curtis thanked Council for the opportunity to present the Niagara-on-the-Lake Energy Inc. 2020 Annual General Meeting. Mr. Curtis

referred to an electronic presentation and spoke to the following:

- Corporate Structure
- NRBN
- Our Values
- Cost of Power / Pandemic Impact
- 2019 Activities
- 2020 Plans
- Transformation Capacity
- - Niagara Region Hydro's Delivery Charges
  - Residential
  - Small Business
  - Large Business
- Reliability
- NOTL Hydro Revenue
- Annual Payment to Town
- Book Value of NOTL Hydro
- Corporate Resolutions

Tim Curtis and Jim Ryan answered questions of Council and Lord Mayor Betty Disero thanked him for the presentation.

## **RESPONSE TO DELEGATIONS FROM COUNCIL:**

There was no response to the delegation.

## **CORRESPONDENCE AND MOTIONS:**

1. The following resolution(s) be adopted:

(a) Niagara-on-the-Lake Energy Inc. Annual General Meeting May 13, 2019

Moved by Councillor Norm Arsenault, seconded by Councillor Al Bisback Be it resolved that the minutes of the last Niagara-on-the-Lake Energy Inc. Annual General Meeting held May 13, 2019 be approved.

<b>COUNCILLOR</b>	<b>YEA</b>	<b>NAY</b>
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	
JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

-resolution #1, **APPROVED.**

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

Moved by Councillor Gary Burroughs, seconded by Councillor Al Bisback 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	Term of Council
Chair Jim Ryan	2018 - 2020
Vice Chair G. Robert Cheriton	2018 – 2021
Jim Huntingdon (NOTL Hydro only)	2020 - 2024
Philip Wormwell (NOTL Hydro only)	2019 - 2023
Nick Miller (NOTL Hydro only)	2020 – 2024

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, Chair Jim Ryan, Vice Chair Robert Cheriton, be appointed as Directors of the Corporation.

Dated the 20<sup>th</sup> day of July 2020.

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

\_\_\_\_\_  
Peter Todd, Town Clerk

<b>COUNCILLOR</b>	<b>YEA</b>	<b>NAY</b>
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	
JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
<b>TOTALS</b>	<b>8</b>	<b>0</b>

-resolution #2, **APPROVED.**

(c) Niagara-on-the-Lake Energy Inc. 2019 Financial Statements - Appointment of Auditors

Moved by Councillor Gary Burroughs, seconded by Councillor Al Bisback 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 2019 Financial Statements; and

Appointment of the Auditors 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 31<sup>st</sup> day of December 2019 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 general meeting of the shareholders or until a successor 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 20<sup>th</sup> day of July 2020

Per:

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Peter Todd, Town Clerk

<b>COUNCILLOR</b>	<b>YEA</b>	<b>NAY</b>
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		

ERWIN WIENS	X	
JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

-resolution #3, **APPROVED.**

## PROCEEDINGS BY-LAW:

**5250-20-** A by-law to confirm the proceedings at the Special Council Meeting of The Corporation of the Town of Niagara-on-the-Lake on July 20, 2020

Moved by Councillor Norm Arsenault, seconded by Councillor Al Bisback that leave be given to introduce By-law No. 5250-20 and that the same be considered read a first, second and third time and passed, any ruling of this Council to the contrary notwithstanding.

COUNCILLOR	YEA	NAY
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	
JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

-resolution #4, **APPROVED.**

## RESOLUTIONS:

- Moved by Councillor Norm Arsenault, seconded by Councillor Al Bisback Be it resolved that the minutes of the last Niagara-on-the-Lake Energy Inc. Annual General Meeting held May 13, 2019 be approved.

COUNCILLOR	YEA	NAY
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	
JOHN WIENS	X	

LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

**APPROVED.**

2. Moved by Councillor Gary Burroughs, seconded by Councillor Al Bisback 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	Term of Council
Chair Jim Ryan	2018 - 2020
Vice Chair G. Robert Cheriton	2018 – 2021
Jim Huntingdon (NOTL Hydro only)	2020 - 2024
Philip Wormwell (NOTL Hydro only)	2019 - 2023
Nick Miller (NOTL Hydro only)	2020 – 2024

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, Chair Jim Ryan, Vice Chair Robert Cheriton, be appointed as Directors of the Corporation.

Dated the 20<sup>th</sup> day of July 2020.

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

\_\_\_\_\_  
Peter Todd, Town Clerk

COUNCILLOR	YEA	NAY
NORM ARSENAULT	X	
ALLAN BISBACK	X	

GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	
JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

**APPROVED.**

3. Moved by Councillor Gary Burroughs, seconded by Councillor Al Bisback 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 2019 Financial Statements; and  
Appointment of the Auditors 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 31<sup>st</sup> day of December 2019 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 general meeting of the shareholders or until a successor 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 20<sup>th</sup> day of July 2020

Per:

\_\_\_\_\_  
Peter Todd, Town Clerk

<b>COUNCILLOR</b>	<b>YEA</b>	<b>NAY</b>
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	

JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

**APPROVED.**

4. Moved by Councillor Norm Arsenault, seconded by Councillor Al Bisback that leave be given to introduce By-law No. 5250-20 and that the same be considered read a first, second and third time and passed, any ruling of this Council to the contrary notwithstanding.

COUNCILLOR	YEA	NAY
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	
JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

**APPROVED.**

5. Moved by Councillor Gary Burroughs, seconded by Councillor Clare Cameron that this Special Council meeting adjourn to the following Council meeting being held July 20, 2020.

COUNCILLOR	YEA	NAY
NORM ARSENAULT	X	
ALLAN BISBACK	X	
GARY BURROUGHS	X	
CLARE CAMERON	X	
WENDY CHEROPITA	X	
VACANT		
ERWIN WIENS	X	
JOHN WIENS	X	
LORD MAYOR BETTY DISERO	X	
TOTALS	8	0

**APPROVED.**

**VERBAL MOTIONS:**

**ADJOURNMENT: 06:20 PM**

LORD MAYOR BETTY DISERO TOWN CLERK PETER TODD



NOTL Energy AGM 2020 Presentation.pdf



25593628.pdf



NOTL Energy AGM resolutions 2020.pdf



AGM May 13, 2019.pdf



Board of Directors.pdf



Financial statements.pdf