



THE CORPORATION OF
HALDIMAND COUNTY

SPECIAL COUNCIL MINUTES

DATE: June 25, 2015

TIME: 4:00 p.m.

PLACE: Cayuga Municipal Administration Building, Council Chambers

PRESENT:

Council	K. Hewitt	Mayor
	L. Bartlett	Councillor
	F. Morison	Councillor
	C. Grice	Councillor
	T. Dalimonte	Councillor
	R. Shirton	Councillor
	B. Corbett	Councillor
SMT	K. General	General Manager, Corporate Services
	T. Haedrich	Director, Engineering Services & Roads Operations
	H. Hanly	General Manager, Community Services
	C. Manley	General Manager, Planning & Economic Development
Haldimand County Hydro Inc.	J. Albert	President & CEO
	L. DeMarco	Legal Counsel, Zizzo, Allan, DeMarco, LLP
Clerk	J. Shaw	Deputy Clerk

CALL TO ORDER

Mayor Hewitt called the Council meeting to order.

ROLL CALL

The Mayor and all Members of Council were in attendance.

DISCLOSURES OF PECUNIARY INTEREST

None.

CLOSED SESSION

Resolution 150-15

Moved By: Councillor Shirton
Seconded By: Councillor Corbett

THAT pursuant to Section 239 of the *Municipal Act*, as amended, Council convene in a meeting at 4:09 p.m. closed to the public, to discuss:

- the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose
 1. Divestiture of HCUI – Final Outstanding Matters

CARRIED (Unanimously 7-0)

Resolution 151-15

Moved By: Councillor Grice
Seconded By: Councillor Corbett

THAT this closed meeting now adjourn at 5:05 p.m. and reconvene in open session.

CARRIED (Unanimously 7-0)

UNFINISHED BUSINESS

CS-GM-M06-2015 RE: DIVESTITURE OF HCUI - OUTSTANDING MATTER TO CONCLUDE SALE ON JUNE 30, 2015

Resolution 152-15

Moved By: Councillor Corbett
Seconded By: Councillor Morison

THAT tabled Memorandum CS-GM-M06-2015 Re: Divestiture of HCUI - Outstanding Matter to Conclude Sale on June 30, 2015 dated June 25, 2015 be received as information.

CARRIED (Unanimously 7-0)

Resolution 153-15

Moved By: Councillor Grice
Seconded By: Councillor Morison

WHEREAS the Corporation of Haldimand County, being the sole shareholder of Haldimand County Utilities Inc. (the "Corporation") considers it expedient to ratify and confirm the current By-Law No. 1 of the Corporation and to confirm the cancellation and replacement of past by-laws of the Corporation,

NOW THEREFORE, BE IT RESOLVED THAT the version of By-Law No. 1 of the Corporation dated November 7, 2000, is hereby confirmed to have been cancelled, repealed and replaced effective as of June 24, 2002, and is no longer of any force and effect;

AND THAT the version of By-Law No. 1 of the Corporation dated as of June 24, 2002, is hereby confirmed to have been cancelled, repealed and replaced effective as of November 13, 2002 and is no longer of any force and effect;

AND THAT By-Law No. 1 of the Corporation dated as of November 13, 2002, being a general by-law relating to the conduct and the business and affairs of the Corporation is hereby confirmed to have been enacted, approved, ratified, confirmed and consented to as the by-law of the Corporation as of November 13, 2002, and is further confirmed to be unamended and in force as of the date of this resolution.

CARRIED (Unanimously 7-0)

Resolution 154-15

Moved By: Councillor Shirton
Seconded By: Councillor Corbett

THAT the Mayor and the Clerk be authorized to execute the assignment agreement Re: Haldimand County Generation Inc. (HCGI).

CARRIED (Unanimously 7-0)

Resolution 155-15

Moved By: Councillor Bartlett
Seconded By: Councillor Grice

THAT the executed correspondence from Lisa DeMarco to The MEARIE Group, dated June 24, 2015, provided as a confidential attachment to Memorandum CS-GM-M06-2015, be received and remain confidential;

AND THAT Haldimand County assume any liability regarding the termination of the HCUI Life Insurance Policy with MEARIE as per Memorandum CS-GM-M06-2015.

CARRIED (Unanimously 7-0)

Resolution 156-15

Moved By: Councillor Bartlett
Seconded By: Councillor Grice

THAT for the reasons outlined in Memorandum CS-GM-M06-2015, the property legally described as Part of Lots 6 and 7, East Side of Selkirk Street, Caledonia (i.e. Parcel Register PIN 38163-0110 (LT)) and municipally known as 112 Selkirk Street, Caledonia, be purchased from Haldimand County Utilities Inc. for the purchase price of \$2.00 plus associated closing costs;

AND THAT closing costs to acquire the property be funded from the Land Sales Reserve;

AND THAT the Mayor and Clerk be authorized to execute all necessary documents.

CARRIED (Unanimously 7-0)

Resolution 157-15

Moved By: Councillor Grice
Seconded By: Councillor Dalimonte

THAT the Mayor and Clerk be authorized to execute the Amendment Agreement to the Share Purchase Agreement dated June 10, 2014, as identified in Attachment #4 to memorandum CS-GM-M06-2015, dated June 25, 2015;

AND THAT a by-law be presented for enactment to authorize the Amendment Agreement to the Share Purchase Agreement.

CARRIED (Unanimously 7-0)

Resolution 158-15

Moved By: Councillor Corbett
Seconded By: Councillor Bartlett

THAT the Mayor and Clerk be authorized to execute the indemnification in favour of 1908872 Ontario Inc. and Hydro One, in accordance with Attachment #5 to Memorandum CS-GM-M06-2015, dated June 25, 2015.

CARRIED (Unanimously 7-0)

Resolution 159-15

Moved By: Councillor Corbett
Seconded By: Councillor Grice

THAT the resignations of Haldimand County Utilities Inc. Board members, and all subsidiary board members, be accepted as of June 30, 2015;

AND THAT in the event that there are actions required subsequent to the dissolution of the HCUI Board, authority be delegated to the two Council appointees – Mayor Ken Hewitt and Councillor Tony Dalimonte - together with the HCUI CEO, Jane Albert, to conclude the sale of HCUI and its subsidiaries to Hydro One Inc.;

AND THAT in the absence of the Mayor, the Deputy Mayor, in conjunction with the Clerk or Deputy Clerk, be authorized to execute all documentation that is necessary or desirable to complete the sale transaction.

CARRIED (Unanimously 7-0)

Resolution 160-15

Moved By: Councillor Shirton
Seconded By: Councillor Morison

THAT the Mayor and the Clerk be authorized to execute the undertaking related to any potential amendments to the documents outlined in Attachment # 6 of Memorandum CS-GM-M06-2015, as required by the Land Registry Office.

CARRIED (Unanimously 7-0)

CS-GM-M05-2015 RE: LEGAL INDEMNIFICATION BY-LAW #235-02

Resolution 161-15

Moved By: Councillor Shirton
Seconded By: Councillor Corbett

THAT tabled Memorandum CS-GM-M05-2015 Re: Legal Indemnification By-law #235-02 dated June 24, 2015 be received as information;

AND THAT the provisions of By-law #235-02 apply to the directors and officers of Haldimand County Utilities Inc. and its subsidiaries, under the definition of a "Local Board" of the municipality.

CARRIED (Unanimously 7-0)

RE-SCHEDULING OF JUNE 30, 2015 COUNCIL MEETING TO JULY 6, 2015

Resolution 162-15

Moved By: Councillor Morison
Seconded By: Councillor Corbett

THAT the June 30, 2015 Council meeting be rescheduled to July 6, 2015.

CARRIED (Unanimously 7-0)

BY-LAWS

1. By-law 1550/15 to authorize the execution of an amendment to the Share Purchase Agreement with Hydro One Inc.

Resolution 163-15

Moved By: Councillor Dalimonte
Seconded By: Councillor Bartlett

THAT By-law 1, as listed on the agenda, be hereby introduced and given a first and second reading.

CARRIED (Unanimously 7-0)

Resolution 164-15

Moved By: Councillor Corbett
Seconded By: Councillor Morison

THAT By-law 1, as listed on the agenda, be hereby introduced and given a third and final reading, be signed by the Mayor and the Clerk, the corporate seal affixed thereto and numbered.

CARRIED (Unanimously 7-0)

CONFIRMING BY-LAW

Resolution 165-15

Moved By: Councillor Shirton
Seconded By: Councillor Corbett

THAT the Confirming By-law be hereby introduced and given a first and second reading.

CARRIED (Unanimously 7-0)

Resolution 166-15

Moved By: Councillor Bartlett
Seconded By: Councillor Grice

THAT the Confirming By-law be hereby introduced and given a third and final reading, be signed by the Mayor and the Clerk, the corporate seal affixed thereto and numbered.

CARRIED (Unanimously 7-0)

ADJOURNMENT

Resolution 167-15

Moved By: Councillor Bartlett
Seconded By: Councillor Morison

THAT this meeting is now adjourned at 5:28 p.m.

CARRIED (Unanimously 7-0)

MAYOR

DEPUTY CLERK