

For consideration by Council on  
January 22, 2018

The special meeting of Council was held on Monday, January 15, 2018 in the Council Chambers, 395 Mulock Drive, Newmarket.

Members Present: Mayor Van Bynen  
Deputy Mayor & Regional Councillor Taylor  
Councillor Kerwin  
Councillor Twinney  
Councillor Kwapis  
Councillor Bisanz

Regrets: Councillor Vegh  
Councillor Hempen  
Councillor Broome

Staff Present: R. N. Shelton, Chief Administrative Officer  
E. Armchuk, Commissioner of Corporate Services  
P. Noehammer, Commissioner of Development and Infrastructure Services  
I. McDougall, Commissioner of Community Services  
L. Lyons, Director of Legislative Services/Town Clerk  
H. Leznoff, Council/Committee Coordinator

The meeting was called to order at 5:35 PM.

Mayor Van Bynen in the Chair.

## **Additions & Corrections to the Agenda**

The Chief Administrative Officer advised of the following corrections, as presented during Committee of the Whole meeting, regarding Newmarket Hydro Holdings Inc. Report of the President dated October 25, 2017 entitled “Establishment of a Subsidiary Company”:

- a. That recommendation 1 be corrected to include **“with 100 issued shares”** after the word “Subsidiary”; and,

- b. That recommendation 2 be corrected to replace “9,300 common shares” with “**93** common shares”.

Moved by: Councillor Kerwin  
Seconded by: Councillor Twinney

1. That the corrections to the agenda be approved.

In Favour: Mayor Van Bynen, Deputy Mayor & Regional Councillor Taylor, Councillor Kerwin, Councillor Twinney, Councillor Kwapis, Councillor Bisanz

Opposed: None  
(6 in favour, 0 opposed)

**Carried**

## **Declarations of Pecuniary Interest**

None.

## **Deputations**

None.

## **Reports of Committee and Staff**

1. **Ratification of actions related to Item 14 of the January 15, 2018 Committee of the Whole meeting, regarding Newmarket Hydro Holdings Inc. Report of the President dated October 25, 2017 entitled “Establishment of a Subsidiary Company.”**

Moved by: Councillor Kwapis  
Seconded by: Deputy Mayor & Regional Councillor Taylor

1. That the Newmarket Hydro Holdings Inc. Report of the President dated October 25, 2017 regarding the establishment of a subsidiary company (the “Subsidiary”) to Newmarket Hydro Holdings Inc. (“NHHI”) and Tay Hydro Holdings Inc. (“THI”) be received and the following resolutions be adopted:

- a. The establishment of the Subsidiary with 100 issued shares as an Ontario corporation for the pursuit of the Business Case is authorized and approved; and,
- b. The subscription of 93 common shares of the Subsidiary for the aggregate amount of \$93 by NHHI is authorized and approved; and,
- c. The entering into of the Shareholders Agreement in the form of draft provided to Municipal Council is authorized and approved; and,
- d. Paul Ferguson, the Mayor and the Clerk are authorized for and on behalf of Municipal Council to execute and deliver the Shareholders Agreement in the form approved herein with such changes therein, if any, as Paul Ferguson, the Mayor and the Clerk executing the Shareholders Agreement in their discretion may approve, their approval of any such changes to be conclusively evidenced by their execution and delivery of the Shareholders Agreement and the Shareholders Agreement so executed and delivered shall be deemed to be the Shareholders Agreement approved by these resolutions; and,
- e. Paul Ferguson, acting alone, is authorized for and on behalf of Municipal Council and NHHI to establish the Subsidiary and approve the forms of all other documents contemplated or required to be executed by NHHI in connection with such formation or the Shareholders Agreement (collectively, the “Additional Documents”) and to execute (whether under the corporate seal of NHHI or otherwise) and deliver the Additional Documents each in the form so approved, Paul Ferguson’s approval to be conclusively evidenced by Paul Ferguson’s execution and delivery of the Additional Documents and the Additional Documents so executed and delivered shall be deemed to be the Additional Documents approved by these resolutions.

In Favour: Mayor Van Bynen, Deputy Mayor & Regional Councillor Taylor, Councillor Kerwin, Councillor Twinney, Councillor Kwapis, Councillor Bisanz

Opposed: None  
(6 in favour, 0 opposed)

**Carried**

## **By-laws**

None.

## **Confirmatory By-law**

Moved by: Councillor Kwapis  
Seconded by: Councillor Twinney

2018-01 A By-law to Confirm the proceedings of the January 15, 2018 Special Council Meeting.

1. That By-law 2018-01 be enacted.

**Carried**

## **Adjournment**

Moved by: Deputy Mayor & Regional Councillor Taylor  
Seconded by: Councillor Bisanz

1. That the special Council meeting adjourn at 5:37 PM.

**Carried**

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Tony Van Bynen, Mayor

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Lisa Lyons, Town Clerk