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Newmarket-Tay Power Distribution Ltd.

December 12, 2018

**Newmarket –Tay Power Distribution Ltd.
Report of the President**

TO: Council of The Town of Newmarket

SUBJECT: Newmarket –Tay Power Distribution Ltd. Director Nomination Process

ORIGIN: President, Newmarket – Tay Power Distribution Ltd.

RECOMMENDATIONS:

THAT the Newmarket – Tay Power Distribution Ltd. Report of the President dated December 12, 2018 regarding the process for a director search for the board of directors of Newmarket – Tay Power Distribution (“NT Power”) be received and the following recommendations be adopted:

WHEREAS Non-Municipal Appointee P. Daniels will complete his eligible terms as a director as of the 2017 NT Power annual general meeting;

AND WHEREAS in accordance with Article 3 of the NT Power Shareholders Agreement, the NT Power Board of Directors (the “Board”), with input from the professional recruiting firm of Boydens has identified a list of candidates from which to select a nominee to be appointed to replace Mr. Daniels;

NOW THEREFORE BE IT RESOLVED by the Municipal Council of the Corporation of the Town of Newmarket as follows:

- 1. THAT the Mayor, one Councillor to act as Committee Chair and one Councillor to act as a Committee member be appointed to an ad-hoc joint committee of the Councils of the Town of Newmarket and the Township of Tay (the “Joint Committee”) for the express purposes of considering the list of candidates to replace P. Daniels.**

Introduction:

Director P. Daniels term will expire at the 2017 annual general meeting of NT Power which will be held in February of 2019.

Director Nomination Process

In accordance with the NT Power Shareholders Agreement (the "Agreement"), the Board struck a Nominating Committee (the "Committee") consisting of chair B. Betts, and directors C. Prattas and D. Charleson to; with input from a professional recruiting firm and utilizing corporate governance best practices, to provide the shareholders with a recommended list of candidates from which to select nominees to be elected directors with respect to all then vacant director positions or all director positions which will be vacant as at the next annual general meeting of NT Power. Two candidates are to be provided for each vacancy.

The Board retained the services of Boydens to conduct a director search. There were 68 applicants for the position. Working with Boydens the committee has identified two candidates for consideration by the shareholders.

The shareholders are now required to strike a five-person ad-hoc joint committee consisting of two members of council from each of Tay and Newmarket and a joint committee chair for the express purposes of considering the candidates and making a final selection of one of them for consideration for election by the shareholders to the Board as part of the next annual general meeting of NT Power in February of 2019. The Board recommends that the Mayors of each of Newmarket and Tay be appointed to this ad-hoc committee.

[Original signed by]

P.D. Ferguson, P.Eng. President
Newmarket – Tay Power Distribution Ltd.