



AGENDA

SESSION 1

SPECIAL MEETING OF

THE COUNCIL OF

THE CORPORATION OF THE CITY OF MISSISSAUGA

(www.mississauga.ca)

WEDNESDAY, JANUARY 5, 2015 – 9:00 A.M.

COUNCIL CHAMBER
300 CITY CENTRE DRIVE
MISSISSAUGA, ONTARIO L5B 3C1

Contact: Carmela Radice, Legislative Coordinator, Office of the City Clerk
Telephone: 905-615-3200 Ext. 5426; carmela.radice@mississauga.ca



Meetings of Council streamed
live and archived at mississauga.ca/videos

1. **CALL TO ORDER**

2. **APPROVAL OF AGENDA**

3. **DECLARATIONS OF CONFLICT OF INTEREST**

4. **PUBLIC QUESTION PERIOD – 15 Minute Limit**

(in accordance with Section 36 of the City of Mississauga Procedure By-law 0139-2013 - Council may grant permission to a person who is present and at Council and wishes to address Council on a matter on the Agenda. Public Question Period is limited to a total of 15 minutes. Persons addressing Council with a question should limit preamble to a maximum of two statements sufficient to establish the context for the question. For any other matter, leave must be granted by Council to deal with a matter not on the agenda).

5. **INTRODUCTION AND CONSIDERATION OF CORPORATE REPORTS**

R-1 Report dated December 19, 2014, from the Commissioner of Corporate Service and Chief Financial Officer re: **Ward 4 By-election.**

Recommendation

1. That a By-law be enacted in accordance with Section 262 (5) of the *Municipal Act, 2001*, requiring a by-election to be held to fill the Ward 4 vacancy on the City of Mississauga Council.
2. That a By-law be enacted, in accordance with the *Municipal Elections Act, 1996*, as amended, to authorize the use of Optical Scanning Vote Tabulators for the 2015 Ward 4 by-election, and the AutoMARK Voter Assist Terminal for the Ward 4 by-election Advance Vote.
3. That a By-law be enacted, in accordance with the *Municipal Elections Act, 1996*, as amended, establishing voting day for the 2015 Ward 4 by-election to be held on Monday, March 9, 2015 between the hours of 10:00 a.m. and 8:00 p.m. and that advance polls be held on Saturday February 28th and Sunday March 1st between the hours of 10:00 a.m. and 5:00 p.m.
4. That a By-law be enacted, in accordance with the *Municipal Elections Act, 1996*, as amended, establishing reduced voting hours on Election Day for the following locations which meet the definition of retirement homes or institutions in Section 45 (7) of the Act:
 - a. Amica at City Centre, 380 and 350(adjacent Senior's apartment) Princess Royal Drive;
 - b. Aspen Grove, 1563 Mississauga Valley Boulevard;
 - c. Cawthra Gardens Long Term Care Community, 590 Lolita Gardens; and

- d. Chartwell Robert Speck Retirement, 100 Robert Speck Parkway.
5. That \$395,000 be allocated from Election Reserve (Account 305135) to Election cost centre 22450, to conduct the Ward 4 by-election, and that all necessary budget adjustments be processed.

Motion

6. **UNFINISHED BUSINESS**

UB-1 Report dated December 9, 2014, from the City Solicitor re: **Enersource Corporation – Director Appointments.**

Recommendation

That the matter of appointment of independent directors be added to the Special Council meeting on January 5, 2015.

Resolution 0236-2014/December 17, 2014

Motion

7. **MOTIONS**

- (a) That by-laws be enacted in accordance with Section 262 (5) of the *Municipal Act, 2001*, requiring a by-election to be held to fill the Ward 4 vacancy on the City of Mississauga Council, in accordance with the *Municipal Elections Act, 1996*, as amended, to authorize the use of Optical Scanning Vote Tabulators for the 2015 Ward 4 by-election, and the AutoMARK Voter Assist Terminal for the Ward 4 by-election Advance Vote, in accordance with the *Municipal Elections Act, 1996*, as amended, establishing voting day for the 2015 Ward 4 by-election to be held on Monday, March 9, 2015 between the hours of 10:00 a.m. and 8:00 p.m and that advance polls be held on Saturday February 28th and Sunday March 1st between the hours of 10:00 a.m. and 5:00 p.m., in accordance with the *Municipal Elections Act, 1996*, as amended, establishing reduced voting hours on Election Day for the following locations which meet the definition of retirement homes or institutions in Section 45 (7) of the Act and that \$395,000 be allocated from Election Reserve (Account 305135) to Election cost centre 22450, to conduct the Ward 4 by-election, and that all necessary budget adjustments be processed.

Corporate Report R-1

- (b) To appoint independent directors to Enersource Board.

Unfinished Business UB-1

8. INTRODUCTION AND CONSIDERATION OF BY-LAWS

- B-1 A by-law to provide for a by-election for the office of Councillor Ward 4.

Corporate Report R-1

- B-2 A by-law to authorize the use of Optical Scanning Vote Tabulators and the AutoMARK Voter Assist Terminal (VAT) to facilitate the 2015 Ward 4 By-election in the City of Mississauga in the Regional Municipality of Peel.

Corporate Report R-1

- B-3 A by-law to provide for advance votes to be held prior to Voting Day.

Corporate Report R-1

- B-4 A by-law to provide reduced hours of voting in institutions and retirement homes, Ward 4 Municipal By-Election.

Corporate Report R-1

- B-5 A by-law to authorize the execution of a Tri-Party Agreement between OMERS Realty Management Corporation, the Regional Municipality of Peel and the Corporation of the City of Mississauga to establish the principles to cost-share and fund certain Regional sanitary sewers and City storm sewers to be located along Duke of York Boulevard and either City Centre Drive and/or Burnhamthorpe Road.

Resolution 0267-2014/December 17, 2014

9. CORRESPONDENCE

- (a) Information Items: I-1

I-1 An email dated December 19, 2014, from Peter Mills a Ward 4 resident suggesting that Council appoint the runner-up from the Ward 4 race in the recent 2014 Municipal Election.

10. CONFIRMATORY BILL

A by-law to confirm the proceedings of the Council of The Corporation of the City of Mississauga at its meeting held on January 5, 2015.

11. ADJOURNMENT



Corporate Report

Clerk's Files

Originator's
Files

R-1

DATE: December 19, 2014

TO: Mayor and Members of Council
Meeting Date: January 5, 2015

FROM: Gary Kent
Commissioner of Corporate Services and Chief Financial Officer

SUBJECT: **Ward 4 By-election**



- RECOMMENDATION:**
1. That a By-law be enacted in accordance with Section 262 (5) of the *Municipal Act, 2001*, requiring a by-election to be held to fill the Ward 4 vacancy on the City of Mississauga Council.
 2. That a By-law be enacted, in accordance with the *Municipal Elections Act, 1996*, as amended, to authorize the use of Optical Scanning Vote Tabulators for the 2015 Ward 4 by-election, and the AutoMARK Voter Assist Terminal for the Ward 4 by-election Advance Vote.
 3. That a By-law be enacted, in accordance with the *Municipal Elections Act, 1996*, as amended, establishing voting day for the 2015 Ward 4 by-election to be held on Monday, March 9, 2015 between the hours of 10:00 a.m. and 8:00 p.m. and that advance polls be held on Saturday February 28th and Sunday March 1st between the hours of 10:00 a.m. and 5:00 p.m.
 4. That a By-law be enacted, in accordance with the *Municipal Elections Act, 1996*, as amended, establishing reduced voting hours on Election Day for the following locations which meet the definition of retirement homes or institutions in Section 45 (7) of the Act:

- a. Amica at City Centre, 380 and 350(adjacent Senior's apartment) Princess Royal Drive;
 - b. Aspen Grove, 1563 Mississauga Valley Boulevard;
 - c. Cawthra Gardens Long Term Care Community, 590 Lolita Gardens; and
 - d. Chartwell Robert Speck Retirement, 100 Robert Speck Parkway.
5. That \$395,000 be allocated from Election Reserve (Account 305135) to Election cost centre 22450, to conduct the Ward 4 by-election, and that all necessary budget adjustments be processed.

**REPORT
HIGHLIGHTS:**

- A timeline and budget has been prepared to hold a by-election in Ward 4 to fill the vacant seat on Council.
- The earliest possible date for holding the Election is Monday March 9, 2015.
- To accommodate this date, a by-law should be enacted followed by a 3 week nomination period, with the last day for filing nominations being Friday, January 23, 2015 at 2:00 p.m.
- The budgeted cost for holding the by-election is \$395,000.

BACKGROUND:

On December 4, 2014, Ward 4 Councillor Frank Dale was elected as the Regional Chair.

On December 17, 2014, City of Mississauga Council passed Resolution 0235-2014 which declared the Ward 4 Council seat vacant.

Key Dates

Legislation requires that within 60 days of Council's declaration of vacancy on Council, a decision must be made either to appoint a person to fill the vacancy or to hold a by-election. If the decision is to hold a by-election, Council must pass a by-law requiring a by-election. Following the enactment of the by-law, the *Municipal Elections Act, 1996*, establishes several key dates, as follows:

- Nomination Day must be established not more than 60 days after Council passes the by-law indicating that a by-election is required.
- Nominations may be filed during the period that begins on the day that Council passes the by-law requiring a by-election and ends at 2:00 p.m. on nomination day.
- The Municipal Property Assessment Corporation must provide the Clerk the preliminary list of electors required for the by-election, at least 21 days before nomination day.
- Voting day must be 45 days after nomination day.

COMMENTS:

At Council on December 17, 2014, staff were asked whether Council could appoint an Acting Ward 4 Councillor while the by-election was conducted. The *Municipal Act, 2001* stipulates that Council shall either appoint a person to fill the vacancy or pass a by-law requiring a by-election. The legislation does not permit an interim appointment followed by a by-election.

In assessing potential dates for the by-election, several factors were taken into consideration. Council has expressed an interest in filling the vacancy as quickly as possible. In addition, a Federal Election is required in 2015 and it is recommended that the Ward 4 by-election be held early in 2015 to avoid having the elections take place during the same time period and causing confusion for voters.

Two timelines were assessed which outline the earliest and latest options for Voting Day.

OPTION A: the earliest possible date:

Enactment of By-law requiring By-election – January 5, 2015

Nomination Period – from Council enactment of By-law on January 5, 2015 to Friday January 23 at 2:00 p.m. (20 days)

Advance Vote – Saturday February 28 and Sunday March 1

Voting Day – Tuesday March 9, 2015

OPTION B: the latest possible date:

Enactment of By-law requiring By-election – February 11, 2015 which is the last Council meeting before the expiration of the 60 day timeframe.

Nomination Period - from Council enactment of By-law on February 11, 2015 to Friday April 10, 2015 at 2:00 p.m. (60 days)

Advance Vote – Saturday and Sunday May 9 and 10, 2015

Voting Day – Monday May 25, 2015

The first option provides for new representation to the Ward 4 community 10 weeks earlier than the second option which is the preferred option. This schedule would result in the by-election being completed prior to March break and is only possible by holding a compressed nomination period of 3 weeks.

In addition, to accommodate this schedule, the Municipal Property Assessment Corporation, was notified on December 17, 2014 that the City would be holding a by-election in Ward 4, to provide as much time as possible for the delivery of the preliminary list of electors. This timeframe is only possible because the election team has just completed the regular election: communication materials are up to date, polling locations recently inspected and supplies are stocked.

Budget Requirements

In 2011, the cost of the by-election was \$458,000. The majority of these costs, or \$ \$293,402 was for temporary staff to prepare for the election and workers for the polling locations. This included 3 additional temporary staff within the Clerk's Office, as there was only 1 full-time staff person assigned to elections at that time. Since 2011, annual funding for one full-time and one contract staff person has been added and the cost of these staff would no longer be attributed to by-election costs.

A detailed budget has been prepared, with costs included for one additional staff person for 3 month period, poll workers, postage and printing, advertising and communication, technical costs associated with maintenance and coding of Optical Scan Tabulators, and rental of Accessible Voting equipment.

Compared to 2011, the costs for temporary staff and poll workers has been reduced to \$194,500 as a result of the addition of 2 ongoing election staff noted above, and a reduction of polling locations and the requirement for fewer poll workers.

The remaining cost of \$200,500 covers postage, ballots, internal printing, advertising and promotions, professional services and rental of an AutoMARK Voter Assist Terminal.

The estimated total budget for the Ward 4 by-election is \$395,000.

Other By-election Matters

The *Municipal Elections Act, 1996*, as amended, contains provisions allowing the Council of a municipality to pass a by-law authorizing the use of voting and vote-counting equipment such as optical scanning vote tabulators and the AutoMARK Voter Assist Terminal, provided that the by-law is passed more than 60 days before voting days in a by-election.

The AutoMARK Voter Assist Terminal is required to provide accessible and independent voting for electors, and one unit is being rented for use at the Advance Polling locations, and on voting day. For an elector with a visual impairment, the elector would listen to an audio recording of the ballot, and indicate their voting preference using a key pad. The Terminal is also designed to accommodate electors who require the use of "sip and puff" and peddle devices. After receiving the elector's instruction, the Terminal marks the ballot, and returns it to the elector to be placed in the Optical Scanning Vote Tabulator.

In addition, the municipality must pass a by-law establishing one or more dates for an advance vote and establishing the hours during which the voting places will remain open for the advance vote.

As part of the planning for the by-election, staff have reviewed the Advance Voting practices and voter turnout in the past election. It is recommended that advance voting be held on 2 days, Saturday February 28th and Sunday March 1st, between the hours of 10:00 a.m. and 5:00 p.m. at the Mississauga Valley Community Centre.

During the Advance Polls for the 2014 Municipal Election, an on-line voters' list was introduced. Poll workers used this on-line list to record voters which eliminated the need to print voting lists for each poll worker. This on-line voters' list will be used again during both Advance Polls and Voting day for the by-election. Using this technology will allow voters to attend any voting location on Election Day. As a result, the number of poll locations will be reduced from 14 used in 2014 to 6, plus 4 mandatory polls. This reduction in polling locations will reduce the number of poll workers required and is reflected in reduced poll worker costs.

The *Municipal Elections Act, 1996*, also requires that on voting day, a voting place must be provided on the premises of a retirement home in which, 50 or more beds are occupied. The legislation further allows that notwithstanding that a voting place must be provided, Council may pass a by-law providing for reduced opening hours at a mandatory voting place.

There are four institutions that meet the requirement to hold a mandatory voting place:

- Amica at City Centre, 380 Princess Royal Drive; (the adjacent Seniors Apartment located at 350 Princess Royal Drive will also be invited to vote at 380 Princess Royal Drive);
- Aspen Grove, 1563 Mississauga Valley Boulevard;
- Cawthra Gardens Long Term Care Community, 590 Lolita Gardens; and
- Chartwell Robert Speck, 100 Robert Speck Parkway.

To accommodate the residents of these facilities, it is recommended that a polling location be provided at each facility, however, with shorter voting hours. Election staff have consulted with the operators of the facilities to determine the appropriate hours of voting.

FINANCIAL IMPACT: The Election Reserve fund is established to cover all election related expenses, including by-elections. The balance of the Election Reserve at the end of 2013 was \$2,678,900. Once the annual 2014 contribution of \$500,000 is made, and the cost of the 2014 Election is accounted for, the balance of the Election Reserve is projected to be \$755,000. The Ward 4 by-election is budgeted to cost \$395,000.

These costs will be allocated from Election Reserve (Account 305135) to Election cost centre 22450, and the necessary budget adjustments are required to fund the Ward 4 by-election.

CONCLUSION:

As a result of Council's declaration that a by-election be held to fill the Ward 4 vacancy, election staff have reviewed options for the most appropriate date to hold such a by-election and recommend that the election be held on Monday, March 9, 2015. It is appropriate for Council to enact the necessary by-laws: to require the by-election to be held: to authorize the use of the Optical Scanning Vote Tabulators and the AutoMARK Voter Assist Terminal, to set Advance Voting Days on Saturday February 28, 2015 and Sunday March 1, 2015 between the hours of 10:00 a.m. and 5:00 p.m; and to establish reduced voting hours at the four retirement homes located in the ward, to reduce the impact of the municipal election process on the facility operation. It is also necessary to allocate the required funds from the Election Reserve Account, and process all necessary budget adjustments.



Gary Kent
Commissioner of Corporate Services and Chief Financial Officer

*Prepared By: Crystal Greer, Director of Legislative Services and
City Clerk*



Corporate Report

Clerk's Files

Originator's Files

UB-1

DATE: December 9, 2014

TO: Mayor and Members of Council
Meeting Date: December 17, 2014

FROM: Mary Ellen Bench, BA, JD, CS
City Solicitor

SUBJECT: **Enersource Corporation – Director Appointments**

COUNCIL AGENDA
DEC 17 2014

COUNCIL AGENDA
JAN 05 2015

- RECOMMENDATION:**
1. That City Council nominate three persons to serve on the Enersource Board of Directors and from those directors, nominate representatives to serve on each of the Enersource Human Resources and Corporate Governance and Nominating Committees.
 2. That the Mayor and City Clerk be authorized to execute the attached Directions and Resolutions of the Shareholders of Enersource Corporation (“Enersource”) for the purpose of confirming the removal and appointment of City Councillors to the Enersource Board of Directors and to its Human Resources and Corporate Governance and Nominating Committees, and to confirm composition of the Enersource Board.

REPORT HIGHLIGHTS:

- A revised Shareholders’ Agreement (the “Agreement”) was approved by City Council at its meeting of May 9, 2012.
- The Agreement provided for a transition period during which the Enersource Board was comprised of 11 members, including the four current Council representatives. The transition period has now ended and City Council must appoint three representatives to the Enersource Board.

- Council must nominate three City directors and appoint one person to Enersource's Nominating Committee and two persons to the Enersource Human Resources and Corporate Governance Committee.
- Under corporate law, the City as a shareholder of Enersource, is required to execute resolutions and directions removing the current Council appointees to the Enersource Board and naming their successors. The current Council appointees are eligible for reappointment.
- BPC Energy Corporation ("Borealis") has executed a Direction nominating Annesley Wallace to be its representative on the Enersource Board of Directors.
- A Shareholders' Resolution is also required to confirm the composition of the Board, including naming the City Council appointees and Annesley Wallace as Borealis' appointee.
- There is currently one independent director vacancy and Enersource will bring a recommendation to City Council in January to fill that position. The five current independent directors nominated by the City continue until their term expires in the spring, 2015 when Council will be asked to appoint its independent directors.

BACKGROUND:

The City of Mississauga owns a 90% interest in Enersource and BP Energy Corporation ("Borealis") owns the remaining 10%. City Council at its meeting of May 9, 2012 enacted by-law number 0099-2012, to authorize the execution of a revised Shareholders' Agreement regarding Enersource Corporation. The Agreement was negotiated with Borealis by a City Committee made up of former Mayor McCallion, Councillor Parrish, former Councillor Mullin, the City Manager, the City Solicitor and the City's external counsel, Jeff Singer. The mandate of the Committee was to negotiate a revised shareholders' agreement that reflected the shareholdings of each of the parties.

Regarding the composition of the Board of Directors of Enersource, the Agreement provides for a transition Board of Directors to remain in place until the beginning of the current term of Council on

December 1, 2014, unless a Member of Council appointed to the Enersource Board resigned before that date. During the transition period, the Agreement provides that the Enersource Board of Directors consist of the four current City Council members appointed, one Borealis appointee and six independent directors. Prior to the execution of the Agreement, four independents sat on the Enersource Board and this number was increased to six with the additional two independent members being nominated by the City based on recommendations from the Enersource Nominating Committee.

The Agreement provides that following the transition period, the Board will be made up of six independent members to be nominated by City Council, three City appointees who may be City Councillors or independents, and one Borealis appointee. To ensure an independent Board of Directors the Agreement provides for the establishment of a Nominating Committee at Enersource, which Committee is responsible for identifying individuals qualified to become independent directors. The recommendations of the Enersource Nominating Committee must be approved by City Council and the Agreement provides that there will always have to be a greater number of potential candidates presented for Council's consideration than there are Board positions to fill. These positions are filled in the spring when Enersource brings forward its Annual Report.

COMMENTS:

As the transition period and the terms of office of the Council appointees to the Enersource Board have now expired, the City must fill three board positions. The shareholders must also enact a resolution confirming that the size of the Board of Directors of Enersource will be 10 directors as provided for in the Agreement, and giving direction to remove current City directors and nominate new directors.

There is currently one vacancy of the independent directors, and counsel for Enersource Corporation advises that the Enersource Nominating Committee will be presenting two nominees for this position, to be considered by City Council at a meeting in January 2015. City Council must appoint three persons to sit on the Enersource Board to represent the City's interests. The Borealis appointee to the Enersource Board has resigned, and Borealis has

named Annesley Wallace to be its representative. The shareholders are required to execute a resolution electing the City and Borealis nominees to the Board.

In summary, Enersource Corporation is requesting the following from City Council:

1. Direction – that Council approve and authorize the attached direction (Appendix 1), pursuant to Section 2.07 of the Shareholders' Agreement, to remove all individuals who are or were Members of Council of the City of Mississauga and nominate three persons as the City's representatives on the Board of Directors. In this respect, the removal of the past City appointees does not preclude the City from reappointing one or both of the existing Council Members on the Board.
2. Shareholders Resolution – to confirm removal of all individuals who were Members of Council on the Enersource Board of Directors and to elect three City directors to hold office in their place, and to elect Annesley Wallace to represent the interests of Borealis.
3. Shareholders Resolution – to confirm that, in accordance with Section 2.05(3) of the Agreement, the size of the Enersource Board of Directors is now 10 directors, and to confirm the nine individuals who will constitute the Enersource Board at this time.
4. Direction – to identify appointees to Enersource Committees in accordance with the Shareholders' Agreement, two City Councillors appointed to the Enersource Board will be appointed to the Enersource Human Resources and Corporate Governance Committee and a further Councillor will be appointed to the Enersource Nominating Committee.

FINANCIAL IMPACT: N/A

CONCLUSION:

The revised Shareholders' Agreement reduces the size of the Enersource Board from 11 to 10 members and requires the City to appoint three persons to the Board, as well as name Councillors who have been appointed to the Board to also sit on the Enersource Human Resources and Corporate Governance and Nominating Committees. The Enersource Nominating Committee will present its recommendations to City Council in January concerning the remaining independent director to be nominated. Enersource is requesting the City execute and return the necessary corporate directions and resolutions of the shareholders to confirm the City Councillor appointees and to confirm the appointment of Annesley Wallace as the director representing Borealis on the Enersource Board.

ATTACHMENTS:

- Appendix 1: Direction under Section 2.07 of the Shareholders' Agreement to remove Councillors appointed to the Enersource Board of Directors and to nominate three Councillors to sit on the Board.
- Appendix 2: Resolution of the shareholders to remove all current Councillors from the Enersource Board and to remove all individuals who are or were members of the Enersource Board and to confirm the election of three Members of Council to the Enersource Board, as well as the election of Annesley Wallace as Borealis' nominee on the Board.
- Appendix 3: Resolution of the shareholders to confirm the size of the Board of Directors is 10 following the transition period and to confirm nine of the 10 directors.
- Appendix 4: Direction to Enersource of the City appointees to the Enersource Human Resources, Corporate Governance and Nominating Committees.

UB-1(e)

Appendix 5: Direction to Enersource of Borealis appointing
Annesley Wallace to the Enersource Board of
Directors.



Mary Ellen Bench, BA, JD, CS
City Solicitor

Prepared By: Mary Ellen Bench, City Solicitor

UB-1 (f)

DIRECTION

TO: ENERSOURCE CORPORATION ("Corporation")
BPC ENERGY CORPORATION

FROM: THE CORPORATION OF THE CITY OF MISSISSAUGA ("City")

Pursuant to Section 2.07 of the Corporation's Shareholders' Agreement, the undersigned hereby advises that it wishes to remove as directors of the Corporation all individuals who are or were members of Council for the City of Mississauga and hereby nominates as directors of the Corporation pursuant to Section 2.05 of the Shareholders' Agreement the following three persons:

- _____
- _____
- _____

to serve as directors of the Corporation until the earlier of the close of the next annual meeting of the Shareholders or until their successors are elected or appointed.

DATED this 17th day of December, 2014

THE CORPORATION OF THE CITY OF MISSISSAUGA

by: _____

Name:

Title:

by: _____

Name:

Title:

UB-1 (g)

APPENDIX 2

ENERSOURCE CORPORATION
(the "Corporation")
RESOLUTION OF THE SHAREHOLDERS

BE IT RESOLVED THAT:

1. The removal as directors of the Corporation of all individuals who are or were members of Council for the City of Mississauga is hereby confirmed and _____, _____ and _____ are hereby elected as directors of the Corporation, as nominees of The Corporation of the City of Mississauga, to hold office until the earlier of (i) the close of the next annual meeting of Shareholders, and (ii) their successors are elected or appointed.
2. Annesley Wallace is hereby elected as a director of the Corporation, as nominee of BPC Energy Corporation, to fill the vacancy on the board created by the resignation of Richard Byers and to hold office until the earlier of (i) the close of the next annual meeting of Shareholders, and (ii) her successor is elected or appointed.
3. The foregoing resolutions are hereby passed as evidenced by the signatures of all of the Shareholders of the Corporation entitled to vote pursuant to the provisions of the *Business Corporations Act* (Ontario)

DATED as of the 17th day of December, 2014.

BPC ENERGY CORPORATION	THE CORPORATION OF THE CITY OF MISSISSAUGA
Per: _____ Authorized Signing Officer: Name: Title:	Per: _____ Authorized Signing Officer: Name: Title:
Per: _____ Authorized Signing Officer: Name: Title:	Per: _____ Authorized Signing Officer: Name: Title:

ENERSOURCE CORPORATION
(the "Corporation")
RESOLUTION OF THE SHAREHOLDERS

WHEREAS the Shareholders' Agreement for the Corporation initially provided for a Board of Directors consisting of 11 directors for an interim period;

AND WHEREAS the interim period has now expired and pursuant to Section 2.05(3) of such Shareholders' Agreement the size of the Board of Directors is to be 10 directors;

AND WHEREAS the Corporation's Nominating Committee is in the process of putting forward for consideration by Council for the City of Mississauga candidates to fill one vacancy on the Board of Directors;

AND WHEREAS it is desirable to confirm the appointment of directors and the size of the board;

NOW THEREFORE BE IT RESOLVED THAT:

1. The Shareholders hereby confirm that the size of the Board of Directors is 10 directors.

2. The Shareholders hereby confirm that the following are the 9 directors of the Corporation holding office until the earlier of (i) the close of the next annual meeting of Shareholders, and (ii) his/her successor being elected or appointed.
 - a) As nominees of The Corporation of the City of Mississauga as Independent Directors:
 - Gerald Beasley
 - Norman Loberg
 - Robert MacCallum
 - Linda Kuga Pikulin
 - David Warner

UB-1'(i)

b) As nominees of The Corporation of the City of Mississauga not as Independent

Directors:

- _____
- _____
- _____

c) As nominee of BPC Energy Corporation

- Annesley Wallace

The foregoing resolutions are hereby passed as evidenced by the signatures of all of the shareholders of the Corporation entitled to vote pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED as of this 17th day of December, 2014.

BPC ENERGY CORPORATION

THE CORPORATION OF THE CITY OF
MISSISSAUGA

Per: _____

Name:

Title:

Per: _____

Name:

Title:

Per: _____

Name:

Title:

Per: _____

Name:

Title:

UB-1.9)

DIRECTION

TO: ENERSOURCE CORPORATION ("Corporation")

FROM: THE CORPORATION OF THE CITY OF MISSISSAUGA ("City")

1. In accordance with the provisions of Section 2.20(1) of the Corporation's Shareholders' Agreement, the undersigned hereby designates as its appointees to the Corporation's Human Resources and Corporate Governance Committee each of the following two City Councillors upon their becoming directors of the Corporation: _____ and _____ to hold such position until the earliest of (i) such person ceasing to be a director of the Corporation; (ii) such person's successor having been duly designated by the City; and (iii) such person ceasing to be a City Councillor.

2. In accordance with the provisions of Section 2.20(2) of the Corporation's Shareholders' Agreement, the undersigned hereby designates as its appointee to the Corporation's Nominating Committee the following City Councillor upon that person becoming a director of the Corporation: _____ to hold such position until the earliest of (i) such person ceasing to be a director of the Corporation; (ii) such person's successor having been duly designated by the City; and (iii) such person ceasing to be a City Councillor.

DATED this _____ day of December, 2014

THE CORPORATION OF THE CITY OF MISSISSAUGA

by: _____
Name:
Title:

by: _____
Name:
Title:

UB-1 (1c)

DIRECTION

TO: ENERSOURCE CORPORATION ("Corporation")
THE CORPORATION OF THE CITY OF MISSISSAUGA

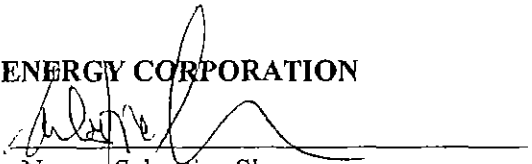
FROM: BPC ENERGY CORPORATION

The undersigned hereby nominates as a director of the Corporation pursuant to Section 2.05 of the Corporation's Shareholders' Agreement ANNESLEY WALLACE to serve as a director of the Corporation until the earlier of (i) the close of the next annual meeting of the Shareholders and (ii) her successor is elected or appointed.

DATED as of this 16th day of December, 2014

BPC ENERGY CORPORATION

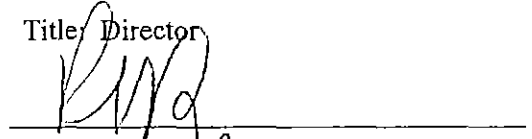
by:



Name: Sebastien Sherman

Title: Director

by:



Name: Rick Byers

Title: Executive Vice President



RESOLUTION NO.: 0236-2014 Page 1 of 1

Date: December 17, 2014

File: _____

Moved by: Pat Saito

Seconded by: [Signature]

1. That City Council nominate three persons to serve on the Enersource Board of Directors and from those directors, nominate representatives to serve on each of the Enersource Human Resources and Corporate Governance and Nominating Committees.
2. That the Mayor and City Clerk be authorized to execute the attached Directions and Resolutions of the Shareholders of Enersource Corporation ("Enersource") for the purpose of confirming the removal and appointment of City Councillors to the Enersource Board of Directors and to its Human Resources and Corporate Governance and Nominating Committees, and to confirm composition of the Enersource Board.
3. That the matter of appointment of independent directors be added to the special Council meeting being called on January 5, 2015.

Pat Saito
Mayor

I-1

Carmela Radice

From: Public Info
Sent: 2014/12/19 11:23 AM
To: Peter Mills
Subject: RE: Ward Four vacancy



Good Morning Mr. Mills,

Thank you for your e-mail to the City of Mississauga.

Your suggestion has been forwarded to the Office of the City Clerk via copy of this e-mail for direct response.

Sincerely,



Ava
Customer Service Advisor, 311 Citizen Contact Centre
T 905-615-4311
public.info@mississauga.ca

<input checked="" type="checkbox"/> Receive	<input type="checkbox"/> Resolution
<input type="checkbox"/> Direction Required	<input type="checkbox"/> Resolution / By-Law
<input type="checkbox"/> Community Services <input type="checkbox"/> Corporate Services <hr/> <input type="checkbox"/> Planning & Building <input type="checkbox"/> Transportation & Works	For <input type="checkbox"/> Appropriate Action <input checked="" type="checkbox"/> Information <input type="checkbox"/> Reply <input type="checkbox"/> Report

City of Mississauga | Corporate Services Department
Communications Division

Mississauga 311 - Providing responsive, seamless and easily accessible Customer Service

From: Peter Mills
Sent: 2014/12/18 1:05 PM
To: Public Info
Subject: Ward Four vacancy

Hello,

It is my understanding that Councilor Frank Dale will be vacating his seat on City Council, and thus causing a by-election.

May I respectfully suggest that it be put to Council that the runner-up in the recent municipal election be allowed to take up that position?

By doing so, it would 'fill the gap' immediately and would save money, by avoiding the need for a by-election.

This would seem to be the logical, and sensible, approach to the vacancy - after all, this is what happens in most other similar situations; e.g. should a disqualification occur in an athletic situation the runner-up is placed first, similarly so in horse racing, and one has only to look at beauty pageants for yet another example.

Perhaps Council, as a whole would consider, this 'option' rather than burdening residents with what might be seen as an unnecessary cost.

Yours respectfully,

Peter Mills - Ward Four resident.