7. **DEPUTATIONS**

(REMOVED)

7.2. **Avro Arrow Up Project**

Natalie Hart-Sam Kholi to speak regarding the Avro Arrow Up project.

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

10.4. Report dated May 24, 2019 from the City Solicitor: **Enersource Corporation – Unanimous Shareholder Resolution in Lieu of an Annual General Meeting and Appointment of Auditor**

**Recommendation**

That City Council authorize the Mayor and City Clerk to execute a Resolution of the Shareholders of Enersource Corporation (“Enersource”) for the purpose of accepting Enersource’s audited consolidated financial statements for the fiscal year ended December 31, 2018; confirming the election of its directors; and appointing KPMG LLP as its auditor.
Subject
Enersource Corporation – Unanimous Shareholder Resolution in Lieu of an Annual General Meeting and Appointment of Auditor

Recommendation
That City Council authorize the Mayor and City Clerk to execute a Resolution of the Shareholders of Enersource Corporation (“Enersource”) for the purpose of accepting Enersource’s audited consolidated financial statements for the fiscal year ended December 31, 2018; confirming the election of its directors; and appointing KPMG LLP as its auditor.

Background
On January 31, 2017 Enersource, Horizon Utilities and PowerStream merged creating Alectra Inc. which subsequently acquired Brampton Hydro and most recently Guelph Hydro became part of Alectra. The City of Mississauga continues to hold 90% of the shares in the repurposed Enersource Corporation. The sole business of Enersource Corporation is the management of the Alectra shareholding.

Comments
The shareholders agreement in place between the City of Mississauga, BPC Energy Corporation and Enersource Corporation dated January 31, 2017 requires the audited annual financial statements to be delivered to the shareholders of Enersource on an annual basis. It is a common approach to waive the AGM when there are no substantive matters requiring shareholder action and this has been the practice of Enersource Corporation for several years. Other than waiving the AGM, there are no other Enersource matters for the City to approve at this time. The audited financial statements of Enersource will be presented in a separate report from the Commissioner of Corporate Services.

The Ontario Business Corporations Act authorizes shareholders of a corporation to pass a shareholders’ resolution in lieu of holding an annual general meeting. The Board of Directors of
Enersource is recommending that the City and Borealis exercise this option under the Shareholders’ Agreement.

Financial Impact
N/A

Conclusion
This report seeks authority to execute the required resolutions and to execute a resolution to waive the Annual General Meeting for Enersource Corporation and appoint KPMG as its auditor.

Attachments

Appendix 1: Council of the City of Mississauga Resolution respecting Alectra Inc.
Appendix 2: Resolution of the Shareholders of Enersource Corporation respecting Alectra Inc.
Appendix 3: Resolution of the Directors of Enersource Corporation respecting Alectra Inc. – For information only

Annie Thuan, BES, LL.B., CS, Acting City Solicitor
Prepared by: Annie Thuan, Acting City Solicitor
COUNCIL OF THE CITY OF MISSISSAUGA

WHEREAS the Corporation of the City of Mississauga (the “City”), Enersource Corporation (“Enersource”) and others are parties to the Unanimous Shareholders Agreement for Alectra Inc. (“Alectra”); 

AND WHEREAS Enersource has received notice of the Annual General Meeting (the “AGM”) of Alectra to be held June 14, 2019; and 

AND WHEREAS in connection with the AGM, it is proposed that the shareholders of Alectra approve a resolution (the “Alectra Resolution”):

(a) Confirming the following persons as directors of Alectra: 

Matthew Harris 
Jane Armstrong 
Norm Loberg 
Gerald Beasley 
Bonnie Crombie 
Annesley Wallace 
Hamilton Independent Member 
Donald Lowry 
Maurizio Bevilacqua 
Frank Scarpitti 
Jeff Lehman 
Giuseppina D’Agostino 
Teresa Moore 
Fred Eisenberger; 

(b) Appointing KPMG LLP as auditors of Alectra; 

(c) Acknowledging receipt of the financial statements of Alectra for the financial year ended December 31, 2018; and 


NOW THEREFORE IT IS RESOLVED THAT:

1. The execution and delivery by the City of a resolution of the shareholders of Enersource authorizing Enersource to approve the Alectra Resolution (the “Enersource Resolution”) is hereby authorized and approved. 

2. The Mayor and the City Clerk are hereby authorized and directed to execute and deliver the Enersource Resolution.
3. The Mayor and City Clerk are hereby authorized and directed to sign and/or dispatch and deliver all other resolutions, documents, notices, certificates to be signed and/or dispatched or delivered under or in connection with the foregoing matters or to take any action deemed necessary in respect of any of the foregoing.
RESOLUTION OF THE SHAREHOLDERS OF ENERSOURCE CORPORATION

WHEREAS Enersource Corporation (the “Corporation”) has received notice of the first Annual General Meeting (the “AGM”) of Alectra Inc. (“Alectra”) to be held on Friday, June 14, 2019;

AND WHEREAS in connection with the AGM, it is proposed that the shareholders of Alectra approve a resolution (the “Alectra Resolution”):

(a) Confirming the following persons as directors of Alectra:

Matthew Harris
Jane Armstrong
Norm Loberg
Gerald Beasley
Bonnie Crombie
Annesley Wallace
Hamilton Independent Member
Donald Lowry
Maurizio Bevilacqua
Frank Scarpitti
Jeff Lehman
Giuseppina D’Agostino
Teresa Moore
Fred Eisenberger;

(b) Appointing KPMG LLP as auditors of Alectra;

(c) Acknowledging receipt of the financial statements of Alectra for the financial year ended December 31, 2018; and


NOW THEREFORE IT IS RESOLVED THAT:

1. The Corporation in its capacity as a shareholder of Alectra be and it is hereby authorized to give its approval to the Alectra Resolution.
DATED the _____ day of ________, 2019.

THE CORPORATION OF THE CITY OF MISSISSAUGA

Per: ________________________________
   Name:
   Title:

Per: ________________________________
   Name:
   Title:

BPC ENERGY CORPORATION

Per: ________________________________
   Name:
   Title:

Per: ________________________________
   Name:
   Title:

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RESOLUTION OF THE DIRECTORS OF ENERSOURCE CORPORATION

WHEREAS Enersource Corporation (the “Corporation”) has received notice of the first Annual General Meeting (the “AGM”) of Alectra Inc. (“Alectra”) to be held on Friday, June 14, 2019;

AND WHEREAS in connection with the AGM, it is proposed that the shareholders of Alectra approve a resolution (the “Alectra Resolution”):

(a) Confirming the following persons as directors of Alectra:

   Matthew Harris
   Jane Armstrong
   Norm Loberg
   Gerald Beasley
   Bonnie Crombie
   Annesley Wallace
   Hamilton Independent Member
   Donald Lowry
   Maurizio Bevilacqua
   Frank Scarpitti
   Jeff Lehman
   Giuseppina D’Agostino
   Teresa Moore
   Fred Eisenberger;

(b) Appointing KPMG LLP as auditors of Alectra;

(c) Acknowledging receipt of the financial statements of Alectra for the financial year ended December 31, 2018; and


NOW THEREFORE IT IS RESOLVED THAT:

1. Subject to and conditional upon the approval of the shareholders of the Corporation, the Corporation in its capacity as a shareholder of Alectra be and it is hereby authorized to give its approval to the Alectra Resolution.

2. The CEO and the Chair of the Corporation are hereby authorized and directed to execute and deliver the Alectra Resolution.
3. The CEO and the Chair of the Corporation are hereby authorized and directed to sign and/or dispatch and deliver all other resolutions, documents, notices, certificates to be signed and/or dispatched or delivered under or in connection with the foregoing matters or the AGM or to take any action deemed necessary in respect of any of the foregoing.