

August 30, 2021 6:00 p.m. Brantford City Hall, 58 Dalhousie Street Video / Teleconference Meeting

Mayor Davis in the Chair.

1. ROLL CALL

Present: Mayor Davis

Councillor Vanderstelt

Councillor Utley
Councillor Sless
Councillor McCreary
Councillor Martin
Councillor Carpenter

Councillor Antoski Councillor VanTilborg

Councillor Wall

Regrets: Councillor Weaver (Leave)

2. INVOCATION

Mayor Davis read in the invocation.

3. DECLARATIONS OF CONFLICTS OF INTEREST

None.

4. PRESENTATIONS/DELEGATIONS [list, if any, available at meeting]

Prior to commencing the business of the meeting, Councillor Utley presented a motion to Waive the Rules.

Moved by Councillor Utley Seconded by Councillor Martin

THAT Section 15.6.3 of Chapter 15 of the City of Brantford Municipal Code BE WAIVED in order to allow for an increased presentation time for Item 4.1.2 of 20 minutes and Section 15.8.6 BE AMENDED, for the purposes of this meeting only, to permit representatives from Brantford Energy Corporation Sheri Ojero, Paul Kwasnik and Scott Saint to answer questions during debate portion as called upon.

Recorded Vote on Motion to Waive the Rules:

YES: (10): Mayor Davis, Councillor Vanderstelt, Councillor Utley, Councillor Sless, Councillor McCreary, Councillor Martin, Councillor Carpenter, Councillor Antoski, Councillor VanTilborg, and Councillor Wall

CARRIED (10 to 0)

4.1 PRESENTATIONS

4.1.1 Brantford Energy Merger Communication Strategy

Presentation

Sheri Ojero, Manager, Communications & Stakeholder Relations, Brantford Power and Maria Visocchi, Director of Communications & Community Engagement, City of Brantford

Sheri Ojero, Brantford Power, and Maria Visocchi, City of Brantford, attended before Council to provide a Presentation on the Brantford Energy Merger Communication. The Presentation highlights include the following:

- Community Engagement Campaign;
- The purpose of the Campaign being to raise awareness and ensure feedback opportunities were provided;
- Information on the methods of advertising and impression results;

- Overview of the results and questions posed during the campaign; and
- Key themes of the results of the submission/responses.

A copy of the Presentation is included within the meeting file.

4.1.2 Brantford Energy Corporation Merger

Presentation

Mr. Scott Saint, Chair, and Directors of Brantford Energy Corporation and Mr. Paul Kwasnik, CEO & President Brantford Energy Corporation

Mr. Scott Saint, Chair, and Mr. Paul Kwasnik, CEO & President, Brantford Energy Corporation attended before Council to provide a presentation on the Brantford Energy Corporation merger.

A highlight of the Presentation details includes the following:

- Historical and background details of the merger opportunity;
- Benefits to all stakeholders and merger rationale;
- Merger opportunities including resources, rate stability, improved customer service;
- Affiliate businesses that are also included within the merger; and
- Customer service benefits.

A copy of the Presentation is included within the meeting file.

Councillor Vanderstelt asked the presenters about the direction of the company being 7th largest within Ontario. Mr. Kwasnik commented that growth and opportunities are a part of the future plan.

4.2 DELEGATIONS [list, if any, available at meeting]

4.2.1 David Prang, Chamber of Commerce Brantford-Brant

David Prang appeared before City Council to speak in support of Item 5.1.1. being the Brantford Energy Corporation Business Case for Merger with Cambridge/North Dumfries Energy Plus. Mr. Prang's comments reflected in support for the Chamber of Commerce as it relates to business case for the opportunity

including gaining efficiencies, rate stability, and importance of energy to businesses with Brantford.

Mr. Prang answered questions of members of Council.

5. ITEMS FOR CONSIDERATION

- 5.1 Brantford Energy Task Force Report #2021-08-26
 - 5.1.1 Brantford Energy Corporation Business Case for Merger with Cambridge/North Dumfries Energy Plus, 2021-570

Moved by Councillor Martin Seconded by Councillor Utley

- A. THAT Report 2021-570 titled Brantford Energy Corporation Business Case for Merger with Cambridge/North Dumfries Energy+ BE RECEIVED; and
- B. THAT the Brantford Energy Task Force BE DISBANDED having achieved its mandate.

Recorded Vote on Item 5.1.1:

YES: (10): Mayor Davis, Councillor Vanderstelt, Councillor Utley, Councillor Sless, Councillor McCreary, Councillor Martin, Councillor Carpenter, Councillor Antoski, Councillor VanTilborg, and Councillor Wall

CARRIED (10 to 0)

6. RESOLUTIONS

- 6.1 Resolution from Special City Council In-Camera Meeting held on August 30, 2021 at 2:00p.m. Brantford Energy Task Force Report 2021-08-26
 - 6.1.1 Brantford Energy Corporation Potential Merger with Cambridge and North Dumfries Energy Plus 2021-568

Moved by Councillor Utley Seconded by Councillor Martin

WHEREAS The Corporation of the City of Brantford (the "City") is the sole shareholder of BEC: AND WHEREAS BEC is the sole shareholder of BPI;

AND WHEREAS BEC and CNDE+ are recommending amalgamation of their companies to their respective shareholders (the "Holdco Amalgamation") pursuant to section 174 of the Business Corporations Act (Ontario) (the "OBCA") to form an amalgamated entity ("Merged Holdco");

AND WHEREAS subsequent to the Holdco Amalgamation, BEC and CNDE+ also recommend that BPI and Energy+ "(E+") amalgamate pursuant to section 174 of the OBCA (the "LDC Amalgamation"), and together with the Holdco Amalgamation, (the "Amalgamations") to form an amalgamated entity ("LDC Mergeco");

AND WHEREAS in order to facilitate the Amalgamations, CNDE+, BEC, E+, BPI, the City, the Corporation of the City of Cambridge and the Corporation of the Township of North Dumfries, would be required to enter into a merger participation agreement (the "Merger Participation Agreement"), and the form of a draft merger participation agreement (the "Draft Merger Participation Agreement") previously present to the Council of the Municipality for review is recommended;

AND WHEREAS pursuant to section 2.1 of the Merger Participation Agreement, BEC would be required to enter into an amalgamation agreement with CNDE+ (the "Holdco Amalgamation Agreement");

AND WHEREAS subsection 176(4) of the OBCA provides that an amalgamation agreement is adopted when the shareholders of each amalgamating corporation have approved of the amalgamation by a special resolution of the holders of the shares of each class or series entitled to vote thereon;

AND WHEREAS pursuant to section 185 of the OBCA, a holder of shares of any class or series entitled to vote on the resolution approving an amalgamation may dissent, in which case such shareholder, in addition to any other right the shareholder may have, is entitled to be paid by the corporation the fair value of the shares held by the shareholder subject to compliance with the dissent procedure contained in section 185 of the OBCA;

AND WHEREAS BEC is subject to a Shareholder Declaration dated February 21, 2000 and revised on August 25, 2014 requiring shareholder approval of a transaction such as the Amalgamations;

AND WHEREAS if the Amalgamations are to take place, the City, The Corporation of the Township of North Dumfries and the Corporation of the City of Cambridge have received recommendations to enter into a unanimous shareholders' agreement governing the affairs of Merged Holdco and LDC Mergeco (the "Unanimous Shareholders' Agreement"), in the form of a unanimous shareholders' agreement (the "Draft Unanimous Shareholders' Agreement") previously presented to Council for review;

AND WHEREAS if the Amalgamations are to take place, BEFT recommends that the City enter into an Amended and Restated Shared Services and Obligations Agreement with LDC Mergeco (the "Shared Services Agreement"), substantially in the form of an amended and restated shared services and obligations agreement (the "Draft Shared Services Agreement") previously presented to Council for review.

NOW THEREFORE BE IT RESOLVED THAT:

- A. The Amalgamations BE APPROVED;
- B. The terms and conditions of the Merger Participation Agreement, the Unanimous Shareholders' Agreement, the Shared Services Agreement and the transactions contemplated BE APPROVED:
- C. BEC is authorized to enter into the Holdco Amalgamation Agreement and to approve the LDC Amalgamation;
- D. BPI is authorized to carry out the LDC Amalgamation;
- E. The City is not exercising such right of dissent, as provided for in section 185 of the OBCA, in connection with the Amalgamations and waives its right to receive notice of a meeting of shareholders pursuant to subsection 176(2) of the OBCA in connection with the Amalgamations;
- F. The City Clerk BE DIRECTED to place the Merger Participation Agreement, the Unanimous Shareholders' Agreement and the Shared Services Agreement on the Signing By-law for execution by the Mayor and Clerk;

- G. The Chief Administrative Officer IS DELEGATED AUTHORITY to approve any minor deletions, amendments or additions to the Merger Participation Agreement, the Unanimous Shareholder Agreement and the Shared Services Agreement, attached hereto at Schedules D, E, and F, as the Chief Administrative Office and legal counsel may determine are necessary to give effect the agreement of the parties;
- H. The Chief Administrative Officer IS DELEGATED AUTHORITY to execute and deliver all such other agreements, amendments, instruments, certificates, and other documents as may be necessary or advisable in connection with the Merger Participation Agreement, the Unanimous Shareholders' Agreement, the Shared Services Agreement and/or the Holdco Amalgamation Agreement, or to carry out the intention of the foregoing resolutions, and That the necessary by-law to approve the merger, provide the necessary authorization to BEC and BPI, and the delegate authority to the CAO as set out above be presented to Council for approval.

Recorded Vote on Item 6.1.1:

YES: (9): Mayor Davis, Councillor Weaver, Councillor Vanderstelt, Councillor Utley, Councillor Sless, Councillor Martin, Councillor Antoski, Councillor VanTilborg, and Councillor Wall

NO: (2): Councillor McCreary, and Councillor Carpenter

CARRIED (9 to 2)

7. NOTICES OF MOTION

None.

8. BY-LAWS

1st and 2nd Reading By-Laws

Moved by Councillor Vanderstelt Seconded by Councillor Utley

THAT LEAVE BE GIVEN to the Mover and Seconder to introduce the following By-laws for 1st and 2nd Reading:

BY-LAW PREAMBLE

- 178-2021 By-law to authorize the execution of AGREEMENTS individually dated and listed on Schedule 'A' attached hereto:
 - Merger Participation Agreement between The Corporation of the City of Brantford, the Corporation of the City of Cambridge, the Township of North Dumfries, Brantford Energy Corporation, Cambridge and North Dumfries Energy Plus Inc., Brantford Power Inc., Energy + Inc., Cambridge and North Dumfries Energy Solution Inc. and Brantford Hydro Inc. (Special City Council – August 30, 2021)
 - Unanimous Shareholders' Agreement between The Corporation of the City of Brantford, the Corporation of the City of Cambridge, the Township of North Dumfries, Mergco Holding Corp., and LDC Amalco (Special City Council – August 30, 2021)
 - Amended and Restated Shared Services Agreement between The Corporation of the City of Brantford and LDC Amalco (Special City Council – August 30, 2021)
- 179-2021 A By-law to approve the Amalgamation of Brantford Energy Corp. and Cambridge North Dumfries Energy Plus, to approve the Amalgamation of Brantford Power Inc. and Energy +, and to delegate authority in relation to the amalgamation. (Special City Council August 30, 2021)
- By-law to Confirm the Proceedings of the Council of The Corporation of the City of Brantford with respect to the Special Meeting held on August 30, 2021.

Recorded Vote on 1st and 2nd Reading of By-Laws:

YES: (8): Mayor Davis, Councillor Vanderstelt, Councillor Utley, Councillor Sless, Councillor Martin, Councillor Antoski, Councillor VanTilborg, and Councillor Wall

NO: (2): Councillor McCreary, and Councillor Carpenter

CARRIED (8 to 2)

3rd Reading of By-Laws

Moved by Councillor Antoski Seconded by Councillor Utley

THAT By-law 178-2021 BE TAKEN through to and including By-law 180-2021 as read a third time, be finally passed and signed by the Mayor and Clerk.

Recorded Vote on 3rd Reading of By-Laws:

YES: (8): Mayor Davis, Councillor Vanderstelt, Councillor Utley, Councillor Sless, Councillor Martin, Councillor Antoski, Councillor VanTilborg, and Councillor Wall

NO: (2): Councillor McCreary, and Councillor Carpenter

CARRIED (8 to 2)

9. ADJOURNMENT

The meeting adjourned at 7:55 p.m.		
Mayor K. Davis. Chair	T. Daniels. City Clerk	