

APPENDIX "A"

Bill No.
2017

By-law No. A.-

A by-law to ratify and confirm the Resolutions of the Shareholder of London Hydro Inc.

WHEREAS London Hydro Inc. is a corporation incorporated under the *Business Corporations Act* R.S.O. 1990, c.B.16 (the "BCA");

AND WHEREAS subsection 104(1)(b) of the BCA provides that a resolution in writing dealing with all matters required by the BCA to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the BCA relating to that meeting of shareholders;

AND WHEREAS The Corporation of the City of London is the sole shareholder of London Hydro Inc.;

AND WHEREAS Subsection 9 of the *Municipal Act, 2001* provides that a municipality has the capacity, rights, powers and privileges of a natural person for the purpose of exercising its authority under this or any other Act;

AND WHEREAS Subsection 5(3) of the *Municipal Act, 2001* provides that a municipal power shall be exercised by by-law;

NOW THEREFORE the Municipal Council of The Corporation of the City of London enacts as follows:

1. The resolutions of the Shareholder of London Hydro Inc., attached as Schedule "A", are hereby ratified and confirmed.
2. The Mayor and the City Clerk are hereby authorized to execute the resolutions of the Shareholder of London Hydro Inc. ratified and confirmed under section 1 of this by-law.
3. This by-law comes into force on the day it is passed.

PASSED in Open Council on the September 5, 2017.

Matt Brown
Mayor

Catharine Saunders
City Clerk

First Reading – September 5, 2017
Second Reading - September 5, 2017
Third Reading - September 5, 2017

Schedule "A"

**LONDON HYDRO INC.
(the "Corporation")**

WHEREAS subsection 104(1)(b) of the *Business Corporations Act* (Ontario) (the "Act") provides that a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of shareholders, and signed by all the shareholders or their attorney authorized in writing entitled to vote at the meeting, satisfies all the requirements of the Act relating to that meeting of shareholders;

The following resolutions, signed by the sole shareholder of the Corporation entitled to vote thereon, are hereby passed pursuant to the provisions of the Act:

ELECTION OF DIRECTORS

WHEREAS pursuant to an Amended and Restated Shareholder Declaration, as amended (the "**Amended and Restated Shareholders Declaration**"), the board of directors of the Corporation shall consist of seven directors, six of which shall be composed of various classes of directors, each serving for a three-year term, and the seventh member of the fourth class shall serve as the representative of the municipal council of The Corporation of the City of London;

AND WHEREAS the term of Peter Johnson who is a director that is a member of the second class has expired;

NOW THEREFORE BE IT RESOLVED THAT:

1. Each of the following persons, being directors that are members of the second class pursuant to paragraph 4.4 of the Amended and Restated Shareholder Declaration, is hereby **elected** as a director of the Corporation to hold office for a term with the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Name of Director</u>	<u>Term</u>
Second	Guy Holburn	the close of the annual meeting of shareholders to be held in 2020 for the financial year ending December 31, 2019

CONFIRMATION OF CONTINUING TERMS

2. Each of the following persons, being directors that are members of the first, second, third and fourth class, as provided for below, pursuant to paragraph 4.4 of the Amended and Restated Shareholder Declaration, are hereby confirmed as having a term continuing until the expiry as set out below, provided that when a successor is not duly elected at the close of the annual meeting described below, such director shall hold office until his or her successor is elected:

<u>Class</u>	<u>Name of Director</u>	<u>Term</u>
First	Gabriel Valente	the close of the annual meeting of shareholders to be held in 2019 for the financial year ending December 31, 2018
First	Jack Smit	the close of the annual meeting of shareholders to be held in 2019 for the financial year ending December 31, 2018
Second	Connie Graham	the close of the annual meeting of shareholders to be held in 2020 for the financial year ending December 31, 2019
Third	Radhey Mohan Mathur	the close of the annual meeting of shareholders to be held in 2018 for the financial year ending December 31, 2017
Third	Marilyn Sinclair	the close of the annual meeting of shareholders to be held in 2018 for the financial year ending December 31, 2017
Fourth	Michael van Holst	the close of the annual meeting of shareholders to be held in 2018 for the financial year ending December 31, 2017 or for so long as he remains a duly elected member of the London City Council, whichever is the earlier

DATED this _____ day of _____, 2017.

The Corporation of the City of London

By: _____
Name: Matt Brown
Title: Mayor

By: _____
Name: Catharine Saunders
Title: City Clerk