

Legislation Text

File #: 17-G-311, Version: 1

MERGER OF ALECTRA AND GUELPH HYDRO

WHEREAS Barrie Hydro Holdings Inc., the Municipality's subsidiary (the "Subsidiary") and The Corporation of the City of Barrie (the "Municipality") are parties to the Unanimous Shareholders Agreement for Alectra Inc. ("Alectra") dated January 31, 2017 (the "Current Alectra Shareholder Agreement");

AND WHEREAS the Board of Directors of the Subsidiary will consider the purchase by Alectra of all of the issued and outstanding shares of Guelph Hydro Electric Systems Inc. ("GHESI") from Guelph Municipal Holdings Inc. ("GMHI") in consideration for the issuance to GMHI of Class G Common Shares in the capital of Alectra, and the amalgamation of Alectra Utilities Corporation ("AUC") with GHESI, both of which at such time will be wholly-owned subsidiaries of Alectra, under Section 174 of the *Business Corporations Act* (Ontario), to continue as one local distribution company to be called Alectra Utilities Corporation, all conditional upon the completion of a merger participation agreement to be entered into between Alectra, AUC, GHESI and GMHI, in accordance with the conditions set out therein;

AND WHEREAS it is desirable to amend the Current Alectra Shareholder Agreement to add GMHI and The Corporation of the City of Guelph as parties thereto (the "New Alectra Shareholder Agreement");

AND WHEREAS the form of New Alectra Shareholder Agreement has been provided to the Municipality;

AND WHEREAS management of Alectra and staff of AUC, and their advisors, have provided a review of the key aspects of the New Alectra Shareholder Agreement;

NOW THEREFORE IT IS RESOLVED THAT:

1. Subject to approval of the Board of Directors of the Subsidiary, the City of Barrie authorizes and approves the New Alectra Shareholder Agreement, substantially in accordance with the form presented to the Municipality, subject to any non-material modifications or amendments as approved by the President, CEO and General Counsel and Secretary of Alectra and authorizes the Municipality to enter into and deliver the New Alectra Shareholder Agreement in a form satisfactory to the President, CEO, General Counsel and Secretary, and to perform, observe and comply with its obligations under such Agreement.
2. The Mayor and City Clerk of the City of Barrie are hereby authorized and directed to execute and deliver the New Alectra Shareholder Agreement in accordance with the foregoing resolutions.
3. The Mayor and City Clerk of the City of Barrie are hereby authorized and directed to sign and/or dispatch and deliver all other documents, notices, articles, certificates to be signed and/or dispatched or delivered under or in connection with the New Alectra Shareholder Agreement or to take any action deemed necessary in respect of any of the foregoing. (CCS002-17) (File: A00)