



Special Council
Agenda

Date: May 12, 2025
Time: Immediately following Committee of the Whole
Location: Council Chambers, City Hall, second floor

This is a special council shareholder meeting for Burlington Enterprises Corporation (BEC). The City of Burlington is the sole shareholder of BEC, and Council makes decisions as the shareholder. Any resolutions passed at this meeting will be considered at the May 20, 2025 Council meeting.
Pages

1. Call to Order

2. Land Acknowledgement

Burlington as we know it today is rich in history and modern traditions of many First Nations and the Métis. From the Anishinaabeg to the Haudenosaunee, and the Métis – our lands spanning from Lake Ontario to the Niagara Escarpment are steeped in Indigenous history.

The territory is mutually covered by the Dish with One Spoon Wampum Belt Covenant, an agreement between the Iroquois Confederacy, the Ojibway and other allied Nations to peaceably share and care for the resources around the Great Lakes.

We acknowledge that the land on which we gather is part of the Treaty Lands and Territory of the Mississaugas of the Credit.

3. National Anthem

4. Roll Call

5. Approval of the Agenda

6. Declarations of Interest

7. Presentations

8. Delegations

In order to speak at a Council meeting, Individuals must register as a delegation

no later than noon the business day before the meeting. To register, complete the online application at www.burlington.ca/delegation or by submitting a written request by email to the Legislative Services at clerks@burlington.ca

If you do not wish to delegate, but would like to submit feedback, please email your comments to clerks@burlington.ca by noon the business day before the meeting. Your comments will be circulated to Council members in advance of the meeting and will be attached to the minutes, forming part of the public record.

9. Items to be considered at the Special Meeting of Council

9.1 Resolutions of the Sole Shareholder of Burlington Enterprises Corporation (BEC)

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That the Resolutions of the Sole Shareholder of Burlington Enterprises Corporation (Appendix A) be approved; and

That Council direct the City Clerk to execute the foregoing Resolutions on behalf of the Sole Shareholder; and

That the City Clerk be directed to provide a copy of this Council Resolution along with the executed copy of the Resolutions of the Sole Shareholder to the Burlington Enterprises Corporation.

10. Confidential Items and Closed Meeting

Confidential reports may require a closed meeting in accordance with the Municipal Act, 2001. Meeting attendees may be required to leave during the discussion.

11. Rise and Report

12. Motion to Receive and File Information Items

Receive and file the information items, having been considered by Council:

13. Motion to Adjourn

Adjourn this Council now to meet again at the call of the Mayor.

SUBJECT: Resolutions of the Sole Shareholder of Burlington Enterprises Corporation (BEC)
TO: Members of Council, as BEC Shareholders
FROM: Legal and Legislative Services
Legislative Services
Report Number: LLS-32-25
Wards Affected: N/A
Date to Committee: N/A
Date to Council: May 20, 2025

Recommendation

That the Resolutions of the Sole Shareholder of Burlington Enterprises Corporation (Appendix A) be approved; and

That Council direct the City Clerk to execute the foregoing Resolutions on behalf of the Sole Shareholder; and

That the City Clerk be directed to provide a copy of this Council Resolution along with the executed copy of the Resolutions of the Sole Shareholder to the Burlington Enterprises Corporation.

Executive Summary

Purpose of report:

- This report is to approve the annual resolutions of the shareholder of BEC.

Key findings:

- Staff have reviewed the BEC financials and have no concerns.

Implications:

- City staff have reviewed both documents to discern any significant financial or strategic shifts necessitating the attention of the Council. Following a thorough review, no significant concerns or deviations were identified within these documents.

Recommendation Report

Background

The Corporation of the City of Burlington is the sole shareholder of all issued shares in Burlington Enterprises Corporation (BEC). Council as a whole, acting by way of a resolution of Council, speaks on behalf of the sole shareholder for the purpose of conducting business that requires shareholder approval as stipulated in the City's shareholder's direction relating to the Burlington Enterprises Corporation.

Analysis

This report is being brought forward to a Special Council Shareholder meeting as BEC is requesting that certain matters of business obtain shareholder approval. Appendix A is a copy of the sole shareholder resolutions that require Council approval.

As stipulated in the Shareholder Direction, Burlington Enterprises Corporation (BEC) commits to providing the City with its audited financial statements and a comprehensive five-year business plan on an annual basis. The City has received the audited consolidated financial statements for the fiscal year 2024 along with a 10-year business roadmap for BEC. City staff have reviewed both documents to discern any significant financial or strategic shifts necessitating the attention of the Council. Following a thorough review, no significant concerns or deviations were identified within these documents.

Additionally, BEC's external auditors, KPMG LLP, have rendered their professional judgment, affirming that the financial statements accurately depict, in all material respects, the financial performance of BEC in accordance with International Financial Reporting Standards (IFRS).

Recommendation Details

This recommendation ensures that Council, as the sole BEC shareholder, approves the execution of the Resolutions of the Sole Shareholder.

Key Dates & Milestones

The recommendation from this shareholder meeting will be forwarded to Council for ratification on May 20, 2025. No decisions will be made at this meeting.

Implications

None

References

[Report CL-12-24](#), Resolutions of the Sole Shareholder of Burlington Enterprises Corporation, May 16, 2024

Strategic Alignment

- ☐ Designing and delivering complete communities
 - ☒ Providing the best services and experiences
 - ☐ Protecting and improving the natural environment and taking action on climate change
 - ☐ Driving organizational performance
-

Author:

Samantha Yew
City Clerk/Director of Legislative Services
Ext. 7490

Appendices:

A. Resolutions of the Sole Shareholder of Burlington Enterprises Corporation, received April 3, 2025

Draft By-laws for Approval at Council:

None.

Notifications:

Gerry Smallegange, President and CEO, Burlington Hydro

Report Approval:

All reports are reviewed and approved by the Commissioner, Head of Corporate Affairs, Chief Financial Officer, and Commissioner of Legal and Legislative Services/City Solicitor.



Burlington **enterprises**
corporation

April 3, 2025

Samantha Yew, City Clerk,
City of Burlington,
426 Brant Street,
P.O. Box 5013,
Burlington, Ontario.
L7R 3Z6

Dear Ms. Yew:

Re: Burlington Enterprises Corporation
2024 Year End Resolutions of the Shareholder

In accordance with By-Law No. 1, Article 10, Section 10.12, we are dispensing with the need to hold a formal Annual Meeting of the Shareholder by having the 2024 year end resolutions executed in writing.

The resolutions address customary matters, including receipt and approval of the Financial Statements of Burlington Enterprises Corporation for the year ended December 31, 2024, and the Auditors' Report on those Statements.

We kindly ask for the resolutions to be signed and returned to us for inclusion in our corporate records.

Enclosed, you will find the proposed resolutions for execution.

Respectfully,

Gerry Smallegange
President and CEO
Burlington Enterprises Corporation
905-332-2253
gsmallegange@burlingtonhydro.com

**RESOLUTIONS OF THE SHAREHOLDER OF
BURLINGTON ENTERPRISES CORPORATION**

BE IT RESOLVED THAT:

1. The 2024 Annual Report containing the consolidated financial statements of the Corporation for the year ended December 31, 2024, and the report of the Auditors on the financial statements be hereby approved.
2. All by-laws, resolutions, contracts, proceedings, elections and appointments, enacted, passed, made or taken by the shareholders, directors or officers of the Corporation, at any time since the completion of the last fiscal year of the Corporation (hereinafter collectively called "the corporate proceedings") as the same are set forth or referred to in the minutes of the shareholders and directors for the Corporation and in the other records of the corporate proceedings, and all acts and proceedings taken by the directors, officers, agents or employees of the Corporation under the authority of or pursuant to any of the corporate proceedings be and the same are hereby ratified and confirmed with the effect stated in such corporate proceedings; and insofar as any such corporate proceeding shall not have been validly enacted, passed, sanctioned, confirmed, authorized or made, the same is hereby for greater certainty enacted, passed, sanctioned, confirmed, authorized or made, with retroactive effect, and in all other respects with the effect stated in the minutes and records of the Corporation.
3. The firm of KPMG LLP be hereby appointed to serve as the Corporation's auditors until a replacement is selected and appointed by the Shareholder at remuneration to be determined by the directors.
4. The number of directors serving on the Board is confirmed to be set at five (5) and the following are hereby confirmed to be the directors of the Corporation to and including the next appointment of Directors by the Shareholder:

JOHN MAHEU

SUSAN KILBURN

GERRY SMALLEGANGE

MARIANNE MEED WARD

HASSAAN BASIT

The undersigned hereby signs the foregoing resolution pursuant to the provisions of the Business Corporations Act as of this ____ day of _____, 2025.

THE CORPORATION OF THE CITY OF BURLINGTON

Per: _____

Name: Samantha Yew

Title: City Clerk

Authorized to bind the corporation.