

Sent by email

August 19, 2026

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Subject: FOI Request **2026-36**
Notice of Final Decision

This letter is in response to your request under the *Municipal Freedom of Information and Protection of Privacy Act* ("MFIPPA"). Your revised request is for the following information:

a) Governance Documents

- (c) A copy of the Unanimous Shareholders Agreement (USA) provisions, or related governance documents, addressing the appointment and compensation of the City's representative(s) on the Elexicon Corporation Board of Directors.

b) Conflict-of-Interest / Legal Opinions

- (d) Confirmation of whether the City has obtained or holds any legal opinion(s) specifically addressing the conflict-of-interest obligations of Members of Council in relation to their roles or interests connected to Elexicon Corporation, and copies of any such opinion(s), subject to any applicable privilege claim being identified on a per-record basis.

c) Closed-Session (In Camera) Records — Elexicon Corporation

I am requesting a per-record decision — not a blanket exemption — for the closed-session agendas, reports, memoranda, and any related briefing materials for each of the following Elexicon-related in-camera items:

- **March 21, 2023 Special Council Meeting (In Camera) — "Elexicon Corporation Strategic Update."**
- **November 4, 2024 Special Council Meeting (In Camera) — Confidential Verbal Update from the CAO and Receipt of Legal Advice from J. Mark Rodger, BLG LLP, Re: Potential Divestiture of the City's Interest in Elexicon Corporation.**

- **August 12, 2025 Special Council Meeting (In Camera) — Item 3.2 (presentation from Elexicon’s President & CEO, CFO, VP of Regulatory Affairs and Stakeholder Relations, and Manager of Communications and Public Affairs) and Item 3.3 (Confidential Memorandum, “Elexicon Corporation – Corporate Matters”), and the confidential direction approved by Resolution #807/25.**
- **December 15, 2025 Council Meeting — Confidential Report CAO 23-25, “The City’s Interest in Elexicon Corporation,” and Resolution #917/25.**

For each record, I ask that the City identify any portions that can be severed and disclosed under section 4(2) of MFIPPA, rather than withholding the record in its entirety.

d) Divestiture / Potential Sale Process

- **(a) Any Request for Proposals (RFP), terms of reference, or similar procurement/process documents relating to a potential sale or divestiture of the City’s interest in Elexicon Corporation.**
- **(b) Any legal advice, memoranda, or reports (including the November 4, 2024 advice received from J. Mark Rodger, BLG LLP) addressing the potential divestiture of the City’s interest in Elexicon Corporation, subject to any applicable privilege claim being identified on a per-record basis.**
- **(c) Any records reflecting Council’s direction to staff regarding a potential divestiture process, including any public-facing summary of confidential direction given.**

e) September 2025 Recapitalization and Related Records

- **(a) All Council materials relating to the September 2025 Elexicon recapitalization, including any closed-session materials connected to the August 12, 2025 in-camera item (Resolution #807/25) and the December 15, 2025 decision (Resolution #917/25), and any staff report or memorandum explaining the relationship between these three matters.**
- **(b) Correspondence between the City and Elexicon Corporation, or the City and other Elexicon shareholder municipalities, relating to the recapitalization or share offering described in Confidential Report CAO 23-25.**
- **(c) Any financial analysis or valuation materials prepared for, or considered by, Council in connection with the recapitalization decision.**
- **(d) Records reflecting the City’s decision to decline participation in the share**

offering and to waive its rights under Article 5 of the Unanimous Shareholders Agreement, as reflected in Resolution #917/25.

- **(e) Any records relating to the December 24, 2025 submission deadline referenced in Resolution #917/25, including confirmation of the City's submission.**
- **(f) Any subsequent correspondence or reporting to Council on the outcome of the recapitalization process following the December 24, 2025 deadline.**
- **(g) A copy of the Unanimous Shareholders Agreement (USA) in its current, complete form.**

Pursuant to section 4(1)(b) of MFIPPA, the City has determined, on reasonable grounds, that your request is frivolous and vexatious. Accordingly, there is no right of access to the requested records.

This determination has been made pursuant to section 5.1 of Ontario Regulation 823, which provides that a request is frivolous or vexatious where the Head is of the opinion on reasonable grounds that:

- a) the request is part of a pattern of conduct that amounts to an abuse of the right of access or would interfere with the operations of the institution; or
- b) the request is made in bad faith or for a purpose other than to obtain access.

In accordance with section 17(2) of MFIPPA, the City has made reasonable efforts to assist you in reformulating the request so that an experienced employee could identify the records sought upon a reasonable effort.

Despite these efforts, subsequent revisions did not materially narrow the request. Rather, subsequent correspondence expanded the scope of the request through the addition of further subject matters, categories of records, and requests relating to information that had already been addressed through the City's clarification correspondence and publicly available records.

After reviewing your request, the related correspondence, and the history of the City's efforts to assist you in clarifying and narrowing the request, the City has concluded that the request has been made in bad faith and for a purpose other than obtaining access to records.

Copies of MFIPPA, s. 17, and O. Reg. 823, s. 5.1 are attached for your convenience.

You may request the Information and Privacy Commissioner to review this decision within thirty days from the date of this letter. You can do so by filing an appeal online at www.ipc.on.ca. The appeal fee is **\$25.00** (for general record requests) or **\$10.00** (for personal information requests). Alternatively, appeals can still be mailed with a cheque or money order payable to "Minister of Finance" to: Registrar, Information and Privacy Commissioner of Ontario, 2 Bloor Street East, Suite 1400, Toronto, ON, M4W 1A8.

You can go to the IPC's online appeal submission [frequently asked questions](#) page for more information. Please provide the Commissioner's Office with the following:

- FOI Request **2026-36**
- A copy of this Notice of Final Decision
- A copy of the original request for information which you sent to the City
- Appeal Fee – \$25.00 cheque or money order payable to the Minister of Finance

If you require any further information, please contact Janean Currie, Legislative Coordinator at jcurrie@pickering.ca or by telephone at 905.420.4660 extension 2097.

Yours truly,

A handwritten signature in blue ink, appearing to read 'Susan Cassel', is positioned above the printed name.

Susan Cassel
City Clerk