



HAMILTON ENTERPRISES HOLDING CORPORATION SHAREHOLDER MEETING MINUTES 20-002

1:50 p.m.

December 18, 2020

Council Chambers, Hamilton City Hall, 71 Main Street West

Present: Mayor F. Eisenberger (Chair), Deputy Mayor B. Clark
Councillors M. Wilson, J. Farr, C. Collins,
T. Jackson, E. Pauls, J. P. Danko, M. Pearson, B. Johnson,
L. Ferguson, A. VanderBeek and J. Partridge.

Absent: Councillor S. Merulla – Personal
Councillors N. Nann and T. Whitehead – City Business

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

The City Clerk advised that there were no changes to the agenda.

(Clark/VanderBeek)

That the agenda for the December 18, 2020 Hamilton Enterprises Holding Corporation Meeting be approved, as presented.

Result: Motion **CARRIED** by a vote of 12 to 0, as follows:

YES - Ward 1 Councillor Maureen Wilson
YES - Ward 2 Councillor Jason Farr
NOT PRESENT - Ward 3 Councillor Nrinder Nann
NOT PRESENT - Ward 4 Councillor Sam Merulla
YES - Ward 5 Councillor Chad Collins
YES – Ward 6 Councillor Tom Jackson
YES - Ward 7 Councillor Esther Pauls
YES - Ward 8 Councillor John-Paul Danko
YES - Mayor Fred Eisenberger
YES - Ward 15 Councillor Judi Partridge
NOT PRESENT - Ward 14 Councillor Terry Whitehead
YES - Ward 13 Councillor Arlene VanderBeek
NOT PRESENT - Ward 12 Councillor Lloyd Ferguson
YES - Ward 11 Councillor Brenda Johnson
YES - Ward 10 Councillor Maria Pearson
YES - Deputy Mayor - Ward 9 Councillor Brad Clark

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

(c) DISCUSSION ITEMS (Item 3)

(i) Various Requests from Hamilton Utilities Corporation and Hamilton Enterprises Holding Corporation (FCS20092/LS20030) (City Wide) (Item 3.1)

The following item was considered by Council at the December 18, 2020 Special Council meeting:

(Johnson/Pearson)

- (a) Conditional upon HEHCo substantiating the value of the four promissory notes to the satisfaction of the General Manager, Finance and Corporate Services, that Council approve the following steps to complete the restructuring of Hamilton Utilities Corporation (HUC) commenced in 2017, namely:
- (i) conversion of the four promissory notes totalling approximately \$40 Million, payable to HUC for assets sold by HUC to HEHCo subsidiaries, into equity requiring transfers through the City's bank account(s) with no material impact to the City;
 - (ii) discharge of the existing Personal Property Security Act security registration(s) over the District Cooling System assets separately granted by HCE and HUC to the City and the filing of new Personal Property Security Act security registration(s) over the District Cooling System assets granted by HIPCO-CUP to the City;
 - (iii) restructuring the flow of loan repayments related to the sale of the District Cooling System assets to align with the restructuring of the City's energy subsidiaries by entering into a Debt and Security Realignment Agreement between the City, HUC, HCE, HIPCO-CUP and HIPCo; and
 - (iv) assignment of the various site licences in relation to the District Cooling System assets from HCE to HIPCO-CUP;
- (b) That Council approve the temporary contravention of the debt/equity ratio required by the HEHCo Unanimous Shareholders' Declaration with respect to HIPCO Portlands Projects Corporation's proposed \$3 Million financing from Concentra Bank; and
- (c) That the General Manager, Finance and Corporate Services, or their designate, be authorized and directed to execute on behalf of the City all documentation and agreements necessary to give effect to

Recommendations (a), (b) and (c), all in a form acceptable to the City Solicitor, including but not limited to: (i) Restructuring Notes Acceptance Agreement; (ii) HEHCo Share Subscription Agreement; (iii) Receipt for HEHCo Share Certificate; (iv) Notes Payment Demand; (v) Receipt for Notes Payment(s); (vi) Guarantee Agreement (City and HIPCO-CUP); (vii) General Security Agreement (City and HIPCO-CUP); (viii) Termination Agreement re: existing HCE – City Guarantee Agreement; (ix) Termination of Personal Property Security Act security registration(s) over the District Cooling System assets separately granted by HUC and HCE; and (x) various ancillary agreements including Novation Agreements.

Result: Motion CARRIED by a vote of 13 to 0, as follows:

YES - Ward 1 Councillor Maureen Wilson
YES - Ward 2 Councillor Jason Farr
NOT PRESENT - Ward 3 Councillor Nrinder Nann
NOT PRESENT - Ward 4 Councillor Sam Merulla
YES - Ward 5 Councillor Chad Collins
YES – Ward 6 Councillor Tom Jackson
YES - Ward 7 Councillor Esther Pauls
YES - Ward 8 Councillor John-Paul Danko
YES - Mayor Fred Eisenberger
YES - Ward 15 Councillor Judi Partridge
NOT PRESENT - Ward 14 Councillor Terry Whitehead
YES - Ward 13 Councillor Arlene VanderBeek
YES - Ward 12 Councillor Lloyd Ferguson
YES - Ward 11 Councillor Brenda Johnson
YES - Ward 10 Councillor Maria Pearson
YES - Deputy Mayor - Ward 9 Councillor Brad Clark

(e) ADJOURNMENT (Item 11)

(Partridge/Ferguson)

That, there being no further business, Hamilton Enterprises Holding Corporation Annual General Meeting, be adjourned at 1:52 p.m.

Result: Motion CARRIED by a vote of 13 to 0, as follows:

YES - Ward 1 Councillor Maureen Wilson
YES - Ward 2 Councillor Jason Farr
NOT PRESENT - Ward 3 Councillor Nrinder Nann
NOT PRESENT - Ward 4 Councillor Sam Merulla
YES - Ward 5 Councillor Chad Collins
YES – Ward 6 Councillor Tom Jackson
YES - Ward 7 Councillor Esther Pauls
YES - Ward 8 Councillor John-Paul Danko
YES - Mayor Fred Eisenberger
YES - Ward 15 Councillor Judi Partridge

NOT PRESENT - Ward 14 Councillor Terry Whitehead
YES - Ward 13 Councillor Arlene VanderBeek
YES - Ward 12 Councillor Lloyd Ferguson
YES - Ward 11 Councillor Brenda Johnson
YES - Ward 10 Councillor Maria Pearson
YES - Deputy Mayor - Ward 9 Councillor Brad Clark

Respectfully submitted,

Mayor Fred Eisenberger, Chair

Andrea Holland
City Clerk