



## City of Hamilton

# HAMILTON UTILITIES CORPORATION SHAREHOLDER REVISED

**Meeting #:** 22-001

**Date:** March 2, 2022

**Time:** 1:00 p.m.

**Location:** Due to the COVID-19 and the Closure of City Hall (CC)

All electronic meetings can be viewed at:

City's Website:

<https://www.hamilton.ca/council-committee/council-committee-meetings/meetings-and-agendas>

City's YouTube Channel:

<https://www.youtube.com/user/InsideCityofHamilton> or Cable 14

Stephanie Paparella, Legislative Coordinator (905) 546-2424 ext. 3993

---

	<b>Pages</b>
1. APPROVAL OF AGENDA (Added Items, if applicable, will be noted with *)	
2. DECLARATIONS OF INTEREST	
3. APPROVAL OF MINUTES OF PREVIOUS MEETING	
3.1. June 10, 2021	3
4. COMMUNICATIONS	
5. DISCUSSION ITEMS	
6. SHAREHOLDER RESOLUTIONS	
*6.1. Alectra Letter Agreement	11
7. MOTIONS	
8. NOTICES OF MOTION	

## 9. PRIVATE AND CONFIDENTIAL

### \*9.1. Alectra Letter Agreement - Background Information

Pursuant to Section 9.1, Sub-sections (f), (i) and (k) of the City's Procedural By-law 21-021, as amended, and Section 239(2), Sub-sections (f), (i) and (k) of the *Ontario Municipal Act, 2001*, as amended, as the subject matter pertains to advice that is subject to solicitor-client privilege, including communications necessary for that purpose; a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization; and, a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

## 10. ADJOURNMENT



**HAMILTON UTILITIES CORPORATION  
SHAREHOLDER  
ANNUAL GENERAL MEETING  
MINUTES 21-001**

11:15 a.m.

June 10, 2021

Due to COVID-19 and the closure of City Hall, this meeting was held virtually.

---

**Present:** Mayor F. Eisenberger (Chair),  
Councillors M. Wilson, C. Collins, T. Jackson, J. P. Danko,  
B. Clark, M. Pearson, L. Ferguson, A. VanderBeek,

**Absent:** Councillor N. Nann – Other City Business  
Councillor T. Whitehead – Leave of Absence  
Councillors J. Farr, S. Merulla, B. Johnson, E. Pauls, and  
J. Partridge - Personal

---

**THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:**

**1. Appointment and Remuneration of Auditor for the Hamilton Utilities Corporation (Item 6.1)**

**(Pearson/Jackson)**

- (i) That the present auditor, KPMG LLP, be appointed as the auditor of the Hamilton Utilities Corporation for the 2021 fiscal year of the Corporation; and,
- (ii) That the remuneration to be paid to KPMG LLP, as auditor of the Hamilton Utilities Corporation for the 2021 fiscal period of the Corporation, shall be fixed by the Directors of the Corporation, with the Directors of the Corporation being hereby authorized to fix such remuneration.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls

Yes	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Maria Pearson
Absent	-	Ward 11	Councillor Brenda Johnson
Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Absent	-	Ward 15	Councillor Judi Partridge

**2. Hamilton Utilities Corporation Audited Consolidated Financial Statements - Year Ended December 31, 2020 (Item 6.2)**

**(Ferguson/Pearson)**

That the Audited Consolidated Financial Statements of Hamilton Utilities Corporation, for the year ended December 31, 2020, as approved by the Board of Directors of the Corporation, be received.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Absent	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

**3. Alectra Inc. Audited Consolidated Financial Statements – Year Ended December 31, 2020 (Item 6.3)**

**(Jackson/Danko)**

That the Alectra Inc. Audited Consolidated Financial Statements – Year Ended December 31, 2020, be received.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Absent	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

**4. Continuation of Directors of the Hamilton Utilities Corporation  
(Item 10.1)**

**(Ferguson/Jackson)**

- (a) That the Closed Session resolutions, respecting the Continuation of Directors of the Hamilton Utilities Corporation, be approved; and,
- (b) That the Closed Session resolutions, respecting the Continuation of Directors of the Hamilton Utilities Corporation, remain confidential until approved by Council.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Absent	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

**5. Confirmation of Directors of the Alectra Inc. Corporation (Item 10.2)****(Ferguson/Danko)**

- (a) That the Closed Session resolutions, respecting the Confirmation of Directors of the Alectra Inc. Corporation, be approved; and,
- (b) That the Closed Session resolutions, respecting the Confirmation of Directors of the Alectra Inc. Corporation, remain confidential until approved by Council.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Absent	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

**FOR INFORMATION:****(a) CHANGES TO THE AGENDA (Item 1)**

The Committee Clerk advised of the following changes to the agenda:

**5. PRESENTATIONS**

5.1. Alectra Inc. Corporation

5.2. Hamilton Utilities Corporation

**6. RESOLUTIONS OF THE SHAREHOLDER**

6.2. Hamilton Utilities Corporation Audited Consolidated Financial Statements - Year Ended December 31, 2020

6.3. Alectra Inc. Audited Consolidated Financial Statements - Year Ended  
December 31, 2020 and Shareholder Report**(Pearson/Danko)**

That the agenda for the June 10, 2021 Hamilton Utilities Corporation Shareholder meeting, be approved, as amended.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Absent	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

**(b) DECLARATIONS OF INTEREST (Item 2)**

There were no declarations of interest.

**(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)****(i) October 13, 2020 (Item 3.1)****(VanderBeek/Clark)**

That the Minutes of the October 13, 2020 Hamilton Utilities Corporation Shareholder meeting, be approved, as presented.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla

Yes	-	Ward 5	Councillor Chad Collins
Yes	-	Ward 6	Councillor Tom Jackson
Absent	-	Ward 7	Councillor Esther Pauls
Yes	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Maria Pearson
Absent	-	Ward 11	Councillor Brenda Johnson
Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Absent	-	Ward 15	Councillor Judi Partridge

**(d) PRESENTATIONS (Item 5)**

**(i) Alectra Inc. Corporation (Item 5.1)**

Brian Bentz, President & CEO of Alectra Inc.; John Basilio, Executive Vice President and Chief Financial Officer of Alectra Inc.; Blair Peberdy, Vice President, of Corporate Communications for Alectra Inc.; and, Mike Matthews, Senior Vice President, Network Services for Alectra Utilities, provided the Shareholder with a presentation for Item 5.1.

**(Ferguson/VanderBeek)**

That the presentation, respecting the Alectra Inc. Corporation, be received.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Absent	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge



**(ii) Hamilton Utilities Corporation (Item 5.2)**

Laurie Tugman, Chair of the HUC Board of Directors; and, Jeff Cowan, President and CEO of HUC, provided the Shareholder with a presentation respecting the Hamilton Utilities Corporation.

**(Jackson/Pearson)**

That the presentation, respecting the Hamilton Utilities Corporation, be received.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Absent	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

**(e) ADJOURNMENT (Item 11)**

**(Ferguson/VanderBeek)**

That, there being no further business, the Hamilton Utilities Corporation Shareholder meeting, be adjourned at 12:08 p.m.

**Result: Motion CARRIED by a vote of 9 to 0, as follows:**

Yes	-	Mayor Fred Eisenberger
Yes	-	Ward 1 Councillor Maureen Wilson
Absent	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Chad Collins
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark

**Hamilton Utilities Corporation Shareholder  
AGM Minutes 21-001**

**June 10, 2021  
Page 8 of 8**

Yes	-	Ward 10	Councillor Maria Pearson
Absent	-	Ward 11	Councillor Brenda Johnson
Yes	-	Ward 12	Councillor Lloyd Ferguson
Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Absent	-	Ward 15	Councillor Judi Partridge

Respectfully submitted,

Mayor Fred Eisenberger, Chair  
Hamilton Utilities Corporation  
Shareholder

Stephanie Paparella  
Legislative Coordinator  
Office of the City Clerk

**HAMILTON UTILITIES CORPORATION**  
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

**WHEREAS** the Corporation has received from Alectra a form of letter agreement relating to the Alectra Shareholders' Agreement (the "**Alectra Letter Agreement**"), a copy of which is appended as Appendix 1 to these Resolutions;

**AND WHEREAS** Alectra has requested the Corporation execute the Alectra Letter Agreement;

**AND WHEREAS** the Board of Directors of the Corporation has provided to the Shareholder of the Corporation a written report in relation to Alectra's request, appended as Appendix 2 to these Resolutions (the "**HUC Report**");

**AND WHEREAS** the Board of Directors of the Corporation has provided to the Shareholder of the Corporation a recommendation in response to the Alectra Letter Agreement, appended as Appendix 3 to these Resolutions (the "**HUC Recommendation**");

**AND WHEREAS** the Shareholder Direction and Unanimous Shareholder Declaration (the "**Shareholder Direction**") from the Shareholder of the Corporation to the Corporation currently in effect, provides in section 3.03 thereof, that the Shareholder shall endeavor to provide the Corporation in a timely manner with a decision with respect to any actions advised by the Corporation to the Shareholder for which the Shareholder may or may not grant approval;

**AND WHEREAS** the Shareholder Direction provides, in section 3.06 thereof, that the Corporation shall provide to Alectra any response to a notice received by the Shareholder from the Corporation pursuant to Section 3.05 of the Shareholder Direction of which the Shareholder gives the Corporation written notice ... and ... the Corporation shall only act in a manner that it is authorized by such notice and at all times in furtherance of and consistent with such notice.

**NOW THEREFORE BE IT RESOLVED THAT:**

**1. RECEIVE THE HUC REPORT**

The HUC Report is hereby received by the Shareholder.

**2. APPROVE THE HUC RECOMMENDATION**

The HUC Recommendation is hereby approved by the Shareholder.

**3. SHAREHOLDER AUTHORIZATION TO EXECUTE ALECTRA LETTER AGREEMENT**

The Corporation is hereby authorized by the Shareholder to execute the Alectra Letter Agreement and deliver a copy of same to Alectra forthwith.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the sole shareholder of the Corporation pursuant to the provision of the *Business Corporation Act* (Ontario).

**DATED** the 2nd day of March 2022.

CITY OF HAMILTON

Per: \_\_\_\_\_  
Fred Eisenberger  
Mayor

Per: \_\_\_\_\_  
Andrea Holland  
City Clerk