



City of Hamilton

SPECIAL CITY COUNCIL AGENDA

22-005

Wednesday, March 2, 2022, Immediately following the conclusion of the Special HUC Shareholder meeting

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

Call to Order

1. APPROVAL OF AGENDA

(Added Items, if applicable, will be noted with *)

2. DECLARATIONS OF INTEREST

3. MOTIONS

3.1. Hamilton Utilities Corporation Shareholder Resolution

4. BY-LAWS AND CONFIRMING BY-LAW

4.1. 045

To Confirm the Proceedings of City Council

5. ADJOURNMENT

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

CITY OF HAMILTON

BY-LAW NO. 22-

To Confirm the Proceedings of City Council at its special meeting held on March 2, 2022.

**THE COUNCIL OF THE
CITY OF HAMILTON
ENACTS AS FOLLOWS:**

1. The Action of City Council at its meeting held on the 2nd day March 2022, in respect of each motion, resolution and other action passed and taken by the City Council at its said meeting is hereby adopted, ratified and confirmed.
2. The Mayor of the City of Hamilton and the proper officials of the City of Hamilton are hereby authorized and directed to do all things necessary to give effect to the said action or to obtain approvals where required, and except where otherwise provided, the Mayor and the City Clerk are hereby directed to execute all documents necessary in that behalf, and the City Clerk is hereby authorized and directed to affix the Corporate Seal of the Corporation to all such documents.

3.

PASSED this 2nd day of March 2022.

F. Eisenberger
Mayor

A. Holland
City Clerk