



City of Hamilton
HAMILTON UTILITIES CORPORATION SHAREHOLDER
AGENDA

Meeting #: 24-001
Date: April 15, 2024
Time: 11:30 a.m.
Location: Council Chambers
Hamilton City Hall
71 Main Street West

Angela McRae, Legislative Coordinator (905) 546-2424 ext. 5987

	Pages
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 8, 2023	2
4. COMMUNICATIONS	
5. SHAREHOLDER RESOLUTIONS	
5.1 Approval of KPMG as Auditor for Alectra	8
6. MOTIONS	
7. NOTICES OF MOTION	
8. PRIVATE AND CONFIDENTIAL	
9. ADJOURNMENT	



**HAMILTON UTILITIES CORPORATION SHAREHOLDER
ANNUAL GENERAL MEETING
MINUTES 23-002**

10:50 am

June 8, 2023

Council Chambers, City Hall, 2nd Floor
71 Main Street West, Hamilton, Ontario

Present: Mayor A. Horwath
Deputy Mayor C. Kroetsch (Chair)
Councillors C. Cassar, B. Clark, J. P. Danko, M. Francis,
T. Hwang, T. Jackson, T. McMeekin, N. Nann, E. Pauls, M. Spadafora,
M. Tadeson, A. Wilson, M. Wilson

Absent: Councillor J. Beattie - Personal

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

- 1. Shareholder Resolutions: Audited Consolidated Financial Statements of Hamilton Utilities Corporation - Year Ended December 31, 2022; Alectra Inc. Audited Consolidated Financial Statements and Shareholder Report - Year Ended December 31, 2022; Appointment and Remuneration of Auditor; Confirmation of Alectra Inc. Directors; and Number of Directors of the Corporation (Item 6.1)**

(Hwang/Cassar)

WHEREAS the City of Hamilton is the sole shareholder of the Corporation (the "Sole Shareholder");

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Sole Shareholder, RESOLVES AS FOLLOWS:

- (a) AUDITED CONSOLIDATED FINANCIAL STATEMENTS – YEAR ENDED DECEMBER 31, 2022**

BE IT RESOLVED that the Audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2022 (attached hereto as Appendix "A"), as approved by the Board of Directors of the Corporation, be received and approved by the Shareholder.

(b) ALECTRA INC. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND SHREHOLDER REPORT – YEAR ENDED DECEMBER 31, 2022

BE IT RESOLVED that the Audited Consolidated Financial Statements of Alectra Inc. and Shareholder Report for the year ended December 31, 2022, as approved by the Board of Directors of Alectra Inc. (attached hereto as Appendix “B”), be received by the Shareholder.

(c) APPOINTMENT AND REMUNERATION OF AUDITOR

BE IT RESOLVED that the present auditor of the Corporation, KPMG LLP, be appointed as the auditor of the Corporation for the 2023 fiscal year of the Corporation at a remuneration to be fixed by the Directors of the Corporation, the Directors of the Corporation being hereby authorized to fix such remuneration.

(d) CONFIRMATION OF ALECTRA INC. DIRECTORS

BE IT RESOLVED that the following persons are confirmed as Directors of Alectra Inc. (“Alectra”) as nominees of the Corporation, subject to their respective terms as determined by the process set out in Subsection 2.6(6) of Alectra’s Unanimous Shareholders’ Agreement dated January 1, 2019 (the “USA”) or until their successors are elected or their resignations are received by Alectra, as provided for in the USA:

- (i) Sean Donnelly; and,
- (ii) Andrea Horwath.

(e) NUMBER OF DIRECTORS OF THE CORPORATION

WHEREAS the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the “USD”) states in Section 6.04 that the Board of Directors of the Corporation shall be composed of six (6) Directors;

AND WHEREAS the term of Christa Wessel as a Director of the Corporation will expire on June 30, 2023 resulting in the Corporation having five (5) Directors as opposed to six (6);

AND WHEREAS following the retirement of Christa Wessel as a Director of the Corporation, it is proposed that the Corporation hereinafter have and proceed with five (5) Directors;

**Hamilton Utilities Corporation Shareholder
Minutes 23-002**

June 8, 2023

AND WHEREAS in order to give effect to the foregoing it is desirable to decrease the number of Directors that the Corporation may have to five (5) and to waive the requirement that the Corporation have six (6) Directors.

BE IT RESOLVED:

- (i) that the number of Directors that the Corporation shall have is decreased to five (5); and
- (ii) that the requirement in the USD stipulating that the Board of Directors of the Corporation be composed of six (6) Directors is waived so as to allow the Corporation to have five (5) Directors.

Result: MOTION, CARRIED by a vote of 11 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Absent	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Absent	-	Ward 10 Councillor Jeff Beattie
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Absent	-	Ward 14 Councillor Mike Spadafora
Yes	-	Ward 15 Councillor Ted McMeekin

FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

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

(Hwang/Cassar)

That the agenda for the June 8, 2023 Utilities Corporation Shareholder be approved, as presented.

Result: MOTION, CARRIED by a vote of 14 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson

**Hamilton Utilities Corporation Shareholder
Minutes 23-002**

June 8, 2023

Yes	-	Ward 2	Councillor Cameron Kroetsch
Yes	-	Ward 3	Councillor Nrinder Nann
Yes	-	Ward 4	Councillor Tammy Hwang
Yes	-	Ward 5	Councillor Matt Francis
Yes	-	Ward 6	Councillor Tom Jackson
Yes	-	Ward 7	Councillor Esther Pauls
Yes	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Absent	-	Ward 10	Councillor Jeff Beattie
Yes	-	Ward 11	Councillor Mark Tadeson
Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Absent	-	Ward 14	Councillor Mike Spadafora
Yes	-	Ward 15	Councillor Ted McMeekin

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)

(i) April 5, 2023 (Item 3.1)

(Hwang/Danko)

That the Minutes of the April 5, 2023 Hamilton Utilities Corporation Shareholder meeting, be approved, as presented.

Result: MOTION, CARRIED by a vote of 14 to 0, as follows:

Yes	-	Mayor Andrea Horwath	
Yes	-	Ward 1	Councillor Maureen Wilson
Yes	-	Ward 2	Councillor Cameron Kroetsch
Yes	-	Ward 3	Councillor Nrinder Nann
Yes	-	Ward 4	Councillor Tammy Hwang
Yes	-	Ward 5	Councillor Matt Francis
Yes	-	Ward 6	Councillor Tom Jackson
Yes	-	Ward 7	Councillor Esther Pauls
Yes	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Absent	-	Ward 10	Councillor Jeff Beattie
Yes	-	Ward 11	Councillor Mark Tadeson
Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Absent	-	Ward 14	Councillor Mike Spadafora
Yes	-	Ward 15	Councillor Ted McMeekin

(d) PRESENTATIONS (Item 5)**(i) 2023 Hamilton Utilities Corporation - Annual General Meeting (Item 5.1)**

Laurie Tugman, Chairman of the Board, Hamilton Utilities Corporation; and, Jeff Cowan, President and CEO of Hamilton Utilities Corporation, addressed Committee and provided a presentation respecting the H023 Hamilton Utilities Corporation – Annual General Meeting.

(Hwang/Cassar)

That the Presentation respecting, 2023 Hamilton Utilities Corporation – Annual General Meeting, be received.

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

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Absent	-	Ward 10 Councillor Jeff Beattie
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Yes	-	Ward 14 Councillor Mike Spadafora
Yes	-	Ward 15 Councillor Ted McMeekin

(ii) Alectra Inc. Corporation - 2022 Year in Review (Item 5.2)

Norm Loberg, Chairman of the Board, Alectra Inc.; Brian Bentz, President & CEO, Alectra Inc.; and Danielle Diaz, Executive Vice-President & CEO, Alectra Inc., addressed Committee and provided a presentation respecting Alectra Inc. Corporation – 2022 Year in Review.

(McMeekin/Cassar)

That the Presentation respecting, Alectra Inc. Corporation – 2022 Year in Review, be received.

Result: MOTION, CARRIED by a vote of 11 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann

**Hamilton Utilities Corporation Shareholder
Minutes 23-002**

June 8, 2023

Yes	-	Ward 4	Councillor Tammy Hwang
Absent	-	Ward 5	Councillor Matt Francis
Yes	-	Ward 6	Councillor Tom Jackson
Yes	-	Ward 7	Councillor Esther Pauls
Absent	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Absent	-	Ward 10	Councillor Jeff Beattie
Yes	-	Ward 11	Councillor Mark Tadeson
Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Absent	-	Ward 14	Councillor Mike Spadafora
Yes	-	Ward 15	Councillor Ted McMeekin

(e) ADJOURNMENT (Item 8)

(Tadeson/Hwang)

That, there being no further business, the Hamilton Utilities Corporation Shareholder meeting, be adjourned at 12:15 p.m.

Result: MOTION, CARRIED by a vote of 11 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Absent	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Absent	-	Ward 10 Councillor Jeff Beattie
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Absent	-	Ward 14 Councillor Mike Spadafora
Yes	-	Ward 15 Councillor Ted McMeekin

Deputy Mayor Cameron Kroetsch
Chair, Hamilton Enterprises Holding
Corporation Shareholder

Angela McRae
Legislative Coordinator
Office of the City Clerk

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

WHEREAS the City of Hamilton is the sole shareholder of the Corporation (the "Sole Shareholder").

AND WHEREAS the Corporation owns 17.31% of the issued and outstanding share capital of Alectra Inc. ("Alectra").

AND WHEREAS Section 3.05(iv) of the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the "USD") requires the Corporation to provide written notice to the Sole Shareholder in relation to each request for an approval received by the Corporation as a shareholder of Alectra pursuant to the Alectra USA (as hereinafter defined).

AND WHEREAS Section 2.21(1)(j) of Alectra's Unanimous Shareholders' Agreement (the "Alectra USA") requires special shareholder approval to appoint the auditor for Alectra.

AND WHEREAS the Corporation has provided written notice to the Sole Shareholder (attached hereto as Schedule "A") to request the Sole Shareholder's approval in relation to the appointment of KPMG as the auditor for Alectra (the "Request").

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Sole Shareholder of the Corporation, RESOLVES AS FOLLOWS:

1. APPROVAL OF KPMG AS AUDITOR FOR ALECTRA

BE IT RESOLVED:

- (i) that the Request be and the same is hereby received by the Sole Shareholder; and
- (ii) that the Request is hereby approved by the Sole Shareholder and KPMG is hereby approved by the Sole Shareholder to serve as the auditor for Alectra until the close of the next annual meeting of the shareholders of Alectra; and
- (iii) that the Mayor and City Clerk are hereby authorized and directed to sign and/or dispatch and deliver any agreements, documents, notices, articles and/or certificates to be signed and/or dispatched or delivered to give effect to the foregoing or to take any action deemed necessary in respect of any of the foregoing.

THE FOREGOING RESOLUTIONS are hereby consented to by the Sole Shareholder of the Corporation entitled to vote on such resolutions and are hereby passed as resolutions of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario).

DATED this 15th day of April 2024.

CITY OF HAMILTON

Per: _____
A. Horwath, Mayor

Per: _____
City Clerk

Hamilton Utilities Corporation

March 21, 2024

City of Hamilton
Hamilton City Hall
2nd floor - 71 Main Street West
Hamilton, Ontario L8P 4Y5

Attention: Office of the City Clerk

RE: Shareholder Approval of KPMG as Auditor for Alectra

We respectfully submit the accompanying materials for consideration by the Shareholders of Hamilton Utilities Corporation at their meeting, April 15, 2024.

- Written notice to the Sole Shareholder to request the Sole Shareholder's Approval in relation to the Appointment of KPMG as the auditor for Alectra Inc.
- HUC Board of Directors Resolution, approved at the HUC Board of Directors meeting held March 21, 2024

Sincerely,



Jeffrey Cowan
President & CEO
Hamilton Utilities Corporation

[REDACTED]

Sent on behalf of Vinay Mehta, EVP Legal, Strategy and Corporate Secretary

Dear Shareholders and Principals,

As previously notified, Alectra will be holding its Annual General Meeting (“AGM”) on Friday, April 26, 2024 (invitation attached). While this meeting is not open to the public, we encourage all Shareholders, Principals and senior staff that have responsibilities related to your ownership in Alectra to attend. Please advise Anna Bartolomeo at [REDACTED] at your earliest convenience of who will be in attendance from your respective organizations.

This meeting will be held virtually using [Zoom](#).

Please also find attached the Agenda, and the Resolution regarding the appointment of the Auditors. Once again, the only Shareholder approval needed for the AGM on an annual basis is the approval of the appointment of the Auditors of the Corporation (which requires approval of Shareholders holding at least 66.66% of the voting shares). Please return to me the approved Resolution appointing the Auditors prior the AGM.

The Alectra Shareholders who must reappoint their representatives to the Alectra Board in advance of the AGM have been notified under separate cover.

If you have any questions, please contact me at [REDACTED]

Kind regards,
Vinay



Vinay Mehta
Executive Vice President
Legal, Strategy and Corporate Secretary

[REDACTED]

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**RESOLUTION OF THE SHAREHOLDERS
OF
ALECTRA INC.
(the "Corporation")**

Appointment of Auditors

RESOLVED AS A SPECIAL RESOLUTION THAT:

In accordance with Subsection 2.21(1)(j) of the USA:

1. KPMG LLP are appointed auditors of the Corporation, to hold office until the close of the next annual meeting of the shareholders or until their successors are appointed, subject to the provisions of the Business Corporations Act; and,
2. The remuneration of the auditors shall be fixed by the directors of the Corporation.

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE CORPORATION

WHEREAS the City of Hamilton is the sole shareholder of the Corporation (the "Sole Shareholder").

AND WHEREAS the Corporation owns 17.31% of the issued and outstanding share capital of Alectra Inc. ("Alectra").

AND WHEREAS Section 3.05(iv) of the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the "USD") requires the Corporation to provide written notice to the Sole Shareholder in relation to each request for an approval received by the Corporation as a shareholder of Alectra pursuant to the Alectra USA (as hereinafter defined).

AND WHEREAS Section 2.21(1)(j) of Alectra's Unanimous Shareholders' Agreement (the "Alectra USA") requires special shareholder approval to appoint the auditor for Alectra.

AND WHEREAS the Corporation has received a request for Sole Shareholder approval from Alectra in relation to the appointment of KPMG as the auditor for Alectra (the "Request") and the President of the Corporation has provided the Request (attached hereto as Schedule "A") to the Board of Directors of the Corporation in order for the Board of Directors of the Corporation to refer the Request to the Sole Shareholder for approval pursuant to Section 3.05(iv) of the USD and Section 2.21(1)(j) of the Alectra USA.

NOW THEREFORE BE IT RESOLVED THAT:

- (i) the Request be and the same is hereby received by the Board of Directors of the Corporation; and
- (ii) the President of the Corporation is hereby authorized and directed to forthwith refer the Request to the Sole Shareholder for the Sole Shareholder's consideration and approval pursuant to Section 3.05(iv) of the USD and Section 2.21(1)(j) of the Alectra USA; and
- (iii) the President of the Corporation is hereby authorized to liaise with the Sole Shareholder in relation to meetings of the Sole Shareholder and/or the Council of the City of Hamilton with respect to the Request and to represent the Corporation at any such meetings.

UPON MOTION, DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED THE FOREGOING RESOLUTIONS are hereby consented to by all of the Directors of the Corporation pursuant to the provisions of the *Business Corporations Act* (Ontario), (moved: Kamula / seconded: Hwang)

DATED this 21st day of March 2024.