



**SPECIAL CITY COUNCIL
HAMILTON UTILITIES CORPORATION RESOLUTION
MINUTES 16-023**

2:39 p.m.
Tuesday, November 22, 2016
Council Chamber
Hamilton City Hall
71 Main Street West

Present: Deputy Mayor, B. Johnson (Chair)
Councillors D. Skelly, T. Jackson, C. Collins, S. Merulla, D. Conley,
M. Pearson, L. Ferguson, A. VanderBeek, R. Pasuta

**Absent with
Regrets:** Mayor F. Eisenberger, Councillors A. Johnson, J. Farr, M. Green,
T. Whitehead, J. Partridge

Deputy Mayor B. Johnson called the meeting to order.

APPROVAL OF THE AGENDA

There were no changes to the agenda.

(Pearson/Pasuta)

That the agenda for the November 22, 2016 meeting of Special Council be approved,
as presented.

CARRIED

DECLARATIONS OF INTEREST

There were no declarations of interest.

MOTIONS

3.1 Resolution of the Hamilton Utilities Corporation Shareholder**(Ferguson/Conley)**

WHEREAS, Hamilton Utilities Corporation (HUC) is restricted by the Interim Declaration (the "Interim Declaration") dated the 21st day of June, 2016 from taking any action under or pursuant to the Merger Participation Agreement (the "MPA") among the Corporation, the Corporation of the City of Vaughan, the Corporation of the City of Markham, the Corporation of the City of Barrie, the Corporation of the City of Mississauga, the City of Hamilton (the "City"), the Corporation of the City of St. Catharines, BPC Energy Corporation, St. Catharines Hydro Inc., Vaughan Holdings Inc., Markham Enterprises Corporation, Barrie Hydro Holdings Inc., Powerstream Holdings Inc., Enersource Hydro Mississauga Inc. and the Horizon Utilities Corporation, executed on the 24th day of March, 2016, without first providing written notice to the City to enable the City to provide direction to HUC; and,

WHEREAS, pursuant to a letter dated the 31st day of October, 2016, the Corporation provided notice to its Shareholder, being the City, advising of the Corporation's obligation under the MPA to nominate two (2) members of the Board of Directors of the Corporation formed upon the amalgamation of PowerStream Holdings Inc., Enersource Holdings Inc., and Horizon Holdings Inc. ("MergeCo") and requesting direction pursuant to the terms of the Interim Declaration;

THEREFORE BE IT RESOLVED:

- (a) That the Mayor of the City of Hamilton be accepted as the first nominee to the Board of Directors of MergeCo; and,
- (b) That Paul Benson, be accepted as the second nominee to the Board of Directors of MergeCo.

CARRIED

Councillors L. Ferguson and D. Skelly wished to be recorded as OPPOSED to the motion above.

3.2 Comparison Study of Municipalities and Companies related to Hydro Utility Mergers**(Merulla/Jackson)**

That the Hamilton Utilities Corporation Board of Directors be requested to direct the appropriate staff, of either the Hamilton Utilities Corporation or Hamilton

Horizon, to conduct a comparison study of municipalities and like-minded companies that have merged versus those that have not merged, and report back to the Hamilton Utilities Corporation Shareholder at a future meeting.

CARRIED

BY-LAWS

(Skelly/Merulla)

That Bill No. 16-304 be passed, and that the Corporate Seal be affixed thereto, and that the By-law, be numbered and signed by the Mayor and the City Clerk to read as follows:

By-law No.

304 To Confirm the Proceedings of City Council

CARRIED

(Skelly/Collins)

That, there being no further business, City Council be adjourned at 2:42 p.m.

CARRIED

Respectfully submitted,

Mayor Fred Eisenberger

Rose Caterini
City Clerk