



**HAMILTON UTILITIES CORPORATION
SPECIAL SHAREHOLDER MEETING
MINUTES 18-001**

January 17, 2018, 5:31 p.m.
Council Chambers, Hamilton City Hall, 71 Main Street West

Present: Mayor F. Eisenberger (Chair), Deputy Mayor A. Johnson
Councillors T. Whitehead, D. Skelly, T. Jackson, C. Collins, S. Merulla,
J. Farr, D. Conley, M. Pearson, B. Johnson, L. Ferguson, A. VanderBeek,
J. Partridge

**Absent with
Regrets:** Councillors R. Pasuta, M. Green – Personal

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

1. Proposed Guelph Municipal Holdings Inc. and Guelph Hydro Electric Systems Inc. / Alectra and Alectra Utilities Corporation Merger (FCS18018/LS18003) (Item 11.4)

(Whitehead/Pearson)

- (a) That the City of Hamilton approve the new Alectra Shareholders' Agreement presented by Alectra in connection with the merger of Guelph Municipal Holdings Inc. ("GMHI") and Guelph Hydro Electric Systems Inc. ("GHESI")/ Alectra Inc. ("Alectra") and Alectra Utilities Corporation ("AUC") (the "Transaction" in the form of the resolution attached as Appendix "A" to Report 18-001; and,
- (b) That Report FCS18018/LS18003, respecting the Proposed Guelph Municipal Holdings Inc. and Guelph Hydro Electric Systems Inc. / Alectra and Alectra Utilities Corporation Merger, remain confidential.

CARRIED

FOR THE INFORMATION OF THE SHAREHOLDER:

(a) CHANGES TO THE AGENDA (Item 1)

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

7.1 Consideration of Item 7.1 will need to be deferred until after completion of the Closed Session portion of the meeting, as the final resolution will be dependent on the outcome of those discussions.

Item 7.1 was subsequently removed from the agenda, as it was addressed through Item 11.4.

7.2 Proposed Guelph Municipal Holdings Inc. and Guelph Hydro Electric Systems Inc. / Alectra and Alectra Utilities Corporation Merger (FCS18018/LS18003) is a Confidential report and has been moved to Item 11.4 on today's agenda.

(Pearson/Ferguson)

That the agenda for the January 17, 2018 Special Hamilton Utilities Corporation Shareholder meeting be approved, as amended.

CARRIED

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

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

(i) November 22, 2016 (Item 3.1)

(Jackson/Farr)

That the Minutes of the November 22, 2016 Hamilton Utilities Corporation Shareholder be approved, as presented.

CARRIED

(d) PRIVATE & CONFIDENTIAL (Item 11)

(Pearson/Conley)

That the Hamilton Utilities Corporation Shareholder move into Closed Session to discuss Items 11.1, 11.2, 11.3 and 11.4.

CARRIED

- (i) **Hamilton Utilities Corporation Board of Directors Presentation respecting the Proposed Merger of Guelph Municipal Holdings Inc. and Guelph Hydro Electrical Systems Inc. with Alectra and Alectra Utilities Corporation (Item 11.1)**

(Ferguson/VanderBeek)

That the presentation provided in Closed Session, respecting the Hamilton Utilities Corporation Board of Directors Presentation respecting the Proposed Merger of Guelph Municipal Holdings Inc. and Guelph Hydro Electrical Systems Inc. with Alectra and Alectra Utilities Corporation, be received.

CARRIED

- (ii) **Presentation by WeirFoulds LLP respecting the Proposed Merger of Guelph Municipal Holdings Inc. and Guelph Hydro Electrical Systems Inc. with Alectra and Alectra Utilities Corporation (Item 11.2)**

(Jackson/Collins)

That the presentation provided in Closed Session, by WeirFoulds LLP respecting the Proposed Merger of Guelph Municipal Holdings Inc. and Guelph Hydro Electrical Systems Inc. with Alectra and Alectra Utilities Corporation, be received.

CARRIED

- (iii) **Presentation by Karen Taylor, Independent Financial Advisor, respecting the Proposed Merger of Guelph Municipal Holdings Inc. and Guelph Hydro Electrical Systems Inc. with Alectra and Alectra Utilities Corporation (Item 11.3)**

(A. Johnson/B. Johnson)

That the presentation provided in Closed Session, by Karen Taylor, Independent Financial Advisor, respecting the Proposed Merger of Guelph Municipal Holdings Inc. and Guelph Hydro Electrical Systems Inc. with Alectra and Alectra Utilities Corporation, be received.

CARRIED

- (e) **ADJOURNMENT (Item 7)**

(Ferguson/Pearson)

That, there being no further business, the Hamilton Utilities Corporation Shareholders meeting, be adjourned at 6:32 p.m.

CARRIED

Respectfully submitted,

Mayor Fred Eisenberger