

**RESOLUTION OF THE CITY OF HAMILTON AS THE SOLE SHAREHOLDER  
OF  
HAMILTON UTILITIES CORPORATION  
(the “Corporation”)**

**WHEREAS**, the Corporation and the City of Hamilton (the “**Shareholder**”), among others, are parties to the Unanimous Shareholders Agreement (the “**USA**”) for Alectra Inc. (“**Alectra**”) dated the 31<sup>st</sup> of January, 2017; and

**WHEREAS**, the Corporation has received notice on April 13, 2018 that the Board of Directors of Alectra has approved and is recommending to its shareholders minor amendments to the Alectra USA; and

**WHEREAS**, pursuant to the letter dated April 30, 2018, the Corporation provided notice to the Shareholder, advising of the Corporation’s intention to make a recommendation to the Shareholder; and

**WHEREAS**, the Audit and Risk Management Committee (the “**ARM**”) met on May 7, 2018 to review the amendments to the Alectra USA and has recommended approval to the Board of Directors of the Corporation (the “**HUC Board**”) and the Shareholder; and

**WHEREAS**, the HUC Board has deliberated upon, and discussed, the ARM recommendation and the submission made by Alectra on April 13, 2018;

**WHEREAS**, on May 24, 2018, the HUC Board has recommended the amendments to the Alectra USA as prescribed in the resolution attached hereto as Appendix “A”;

**WHEREAS** the Shareholder is relying upon the recommendation of the HUC Board;

**BE IT RESOLVED THAT:**

- (a) The Shareholder approves the amendments to the Alectra USA as prescribed in the resolution attached hereto as Appendix “A”;
- (b) The Mayor and Clerk of the Shareholder be authorized and directed to execute the amendments to the Alectra USA as prescribed in the resolution attached hereto as Appendix “A” and the General Manager, Finance and Corporate Services be authorized and directed to execute any ancillary documents in a form approved by the City Solicitor with content approved by the General Manager, Finance and Corporate Services; and
- (c) The Shareholder waive any approval rights it may have to allow the HUC Board to approve the amendments to the Alectra USA as prescribed in the resolution attached hereto as Appendix “A”.

**ALECTRA INC.  
(the “Corporation”)**

**SHAREHOLDERS RESOLUTIONS**

**Amendments to Unanimous Shareholders Agreement**

**WHEREAS** all of the shareholders of the Corporation are parties to the shareholders agreement of the Corporation made as of January 31, 2017 (the “USA”);

**AND WHEREAS** all capitalized terms not otherwise defined herein have the meanings ascribed thereto in the USA;

**AND WHEREAS** in addition to the Shareholders, each Principal is a party to the USA;

**AND WHEREAS** a new unanimous shareholders agreement for the Corporation, substantially in the form of the USA (the “New USA”), will take effect concurrent with the acquisition and merger transactions being entered into by the Corporation and Alectra Utilities Corporation with Guelph Hydro Electrical Services Inc. (“GHESI”) and Guelph Municipal Holdings Inc. (“GMHI”);

**AND WHEREAS** the Shareholders desire to approve certain amendments to the USA;

**RESOLVED THAT:**

1. Section 2.26 of the USA is hereby amended by deleting the words “45 days” in the first line thereof, and substituting therefor the words “60 days”;
2. Subsection 2.21(1)(d) of the USA is hereby amended by adding thereto the word “equity” after the word “other” in the first line and sixth line thereof;
3. Subsection 4.2(1) of the USA is hereby amended by adding thereto the word “equity” after the word “other” in the third line thereof;
4. Subsection 4.2(2) of the USA is hereby amended by adding thereto the word “equity” after the word “other” in the second line and fifth line thereof;
5. Forthwith upon approval of the foregoing amendments by each Principal, GHESI and GMHI, the Shareholders shall execute and deliver an Amendment No. 1 to the USA in order to give effect to the foregoing;
6. The New USA of the Corporation to be entered into upon completion of the acquisition and merger transactions with GHESI and GMHI shall also include the foregoing amendments;
7. Any director or officer of the Corporation is hereby authorized and directed to take all steps and procedures required to give effect to the foregoing; and
8. These resolutions are hereby unanimously approved by the Shareholders.

**DATED** as of the 15<sup>th</sup> day of June, 2018.

**ENERSOURCE CORPORATION**

Per: \_\_\_\_\_

Per: \_\_\_\_\_

**HAMILTON UTILITIES CORPORATION**

Per: \_\_\_\_\_

Per: \_\_\_\_\_

**MARKHAM ENTERPRISES CORPORATION**

Per: \_\_\_\_\_

Per: \_\_\_\_\_

**VAUGHAN HOLDINGS INC.**

Per: \_\_\_\_\_

Per: \_\_\_\_\_

**ST. CATHARINES HYDRO INC.**

Per: \_\_\_\_\_

Per: \_\_\_\_\_

**BARRIE HYDRO HOLDINGS INC.**

Per: \_\_\_\_\_

Per: \_\_\_\_\_