

CITY OF HAMILTON

MOTION

Council: May 22, 2019

MOVED BY COUNCILLOR M. PEARSON.....

SECONDED BY MAYOR / COUNCILLOR

Amendment to Item 16 of the General Issues Committee Report 18-022 respecting Report LS18057 - Appointment of Members of Council to the Board of Directors of the City of Hamilton Owned Corporations (Approved by Council on December 19, 2018)

- (a) That Appendix "G" to Item 16 of the General Issues Committee Report 18-022, respecting Report LS18057 - Appointment of Members of Council to the Board of Directors of the City of Hamilton Owned Corporations (attached hereto as Appendix "A"), be amended by deleting the date of "November 30, 2019" and replacing it with the date of "**June 30, 2022**";
- (b) That Appendix "J" to Item 16 of the General Issues Committee Report 18-022, respecting Report LS18057 - Appointment of Members of Council to the Board of Directors of the City of Hamilton Owned Corporations (attached hereto as Appendix "B"), be amended by deleting the date of "November 30, 2019" and replacing it with the date of "**June 30, 2022**";
- (c) That sub-section (a) to Item 16 of the General Issues Committee Report 18-022, respecting Report LS18057 - Appointment of Members of Council to the Board of Directors of the City of Hamilton Owned Corporations, be amended by adding the words "**as amended**", to read as follows:
 - (a) That the Mayor and City Clerk be authorized and directed to execute resolutions in writing on behalf of the City of Hamilton as the sole shareholder or sole voting member, appointing members of Council to the boards of directors for the corporations listed below, substantially in the form attached as Appendices "G" through "L", **as amended**, to Report 18-022:
 - (i) Hamilton Utilities Corporation, **as amended**;
 - (ii) The Hamilton Street Railway Company;
 - (iii) Hamilton Renewable Power Inc.;
 - (iv) Hamilton Enterprises Holding Corporation, **as amended**;
 - (v) CityHousing Hamilton Corporation; and,
 - (vi) Hamilton Farmers' Market Corporation.

- (d) That sub-section (b) to Item 16 of the General Issues Committee Report 18-022, respecting Report LS18057 - Appointment of Members of Council to the Board of Directors of the City of Hamilton Owned Corporations, be amended by adding the words “***as amended***”; and, “***with the exception of the Hamilton Utilities Corporation and the Hamilton Enterprises Holding Corporation***” to read as follows:
 - (b) That the term of office for members of Council who are appointed as directors, for the corporations listed in subsection (a), ***as amended***, of Report LS18057, be one year and shall run from December 19, 2018 to November 30, 2019, subsequent to Council approval, or until their respective successors are elected or appointed, ***with the exception of the Hamilton Utilities Corporation and the Hamilton Enterprises Holding Corporation***; and,
- (e) That sub-section (c) to Item 16 of the General Issues Committee Report 18-022, respecting Report LS18057 - Appointment of Members of Council to the Board of Directors of the City of Hamilton Owned Corporations, be amended by adding the words “***as amended***”; and, “***with the exception of the Hamilton Utilities Corporation and the Hamilton Enterprises Holding Corporation, which will be addressed in 2022, prior to the month of June***” to read as follows:
 - (c) That subsequent appointments of members of Council as directors, for the corporations listed in subsection (a) of Report LS18057, ***as amended***, shall be addressed at the respective annual general meeting of shareholders for each corporation ***with the exception of the Hamilton Utilities Corporation and the Hamilton Enterprises Holding Corporation, which will be addressed in 2022, prior to the month of June.***

The Main Motion, ***as amended***, to read as follows:

16. Appointment of Members of Council to the Board of Directors of the City of Hamilton Owned Corporations (LS18057) (City Wide) (Item 10.12)

- (a) That the Mayor and City Clerk be authorized and directed to execute resolutions in writing on behalf of the City of Hamilton as the sole shareholder or sole voting member, appointing members of Council to the boards of directors for the corporations listed below, substantially in the form attached as Appendices “G” through “L, ***as amended***, to Report 18-022:
 - (i) Hamilton Utilities Corporation ***as amended***;
 - (ii) The Hamilton Street Railway Company;
 - (iii) Hamilton Renewable Power Inc.;
 - (iv) Hamilton Enterprises Holding Corporation ***as amended***;
 - (v) CityHousing Hamilton Corporation; and,

(vi) Hamilton Farmers' Market Corporation.

- (b) That the term of office for members of Council who are appointed as directors, for the corporations listed in subsection (a), **as amended**, of Report LS18057, be one year and shall run from December 19, 2018 to November 30, 2019, subsequent to Council approval, or until their respective successors are elected or appointed, **with the exception of the Hamilton Utilities Corporation and the Hamilton Enterprises Holding Corporation**; and,
- (c) That subsequent appointments of members of Council as directors, for the corporations listed in subsection (a) of Report LS18057, **as amended**, shall be addressed at the respective annual general meeting of shareholders for each corporation **with the exception of the Hamilton Utilities Corporation and the Hamilton Enterprises Holding Corporation, which will be addressed in 2022, prior to the month of June.**

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER

APPOINTMENT OF DIRECTORS

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

AND WHEREAS the Articles of Incorporation of the Corporation provide that the board of directors shall consist of a minimum of one (1) and a maximum of twenty (20) directors;

AND WHEREAS the number of directors of the Corporation has been fixed at nine (9) by an amended and restated shareholder declaration for the Corporation dated August 31, 2000 ("Amended and Restated Shareholder Declaration");

AND WHEREAS Maria Pearson was a director of the Corporation with such term of appointment expiring on November 30, 2018, and it is the intent of the Sole Shareholder to appoint their successor;

AND WHEREAS it is the intent of the Sole Shareholder to ratify the fourth year of appointment of each director that held office until November 30, 2018 pursuant to the *Business Corporations Act* (Ontario).

BE IT RESOLVED:

1. That the following person be appointed to be a director of the Corporation effective December 3, 2018 and shall hold office until **June 30, 2022** or until their respective successor is elected or appointed subject to the by-laws of the Corporation:

Sam Merulla

2. That the fourth year of appointment of each director that held office until November 30, 2018 is hereby ratified.

The foregoing resolutions are, by the signature below of the Sole Shareholder of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the *Business Corporations Act* (Ontario).

Dated as of this 22nd day of May 2019.

City of Hamilton

Fred Eisenberger
Mayor

Janet Pilon
Acting City Clerk

HAMILTON ENTERPRISES HOLDING CORPORATION
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER

APPOINTMENT OF DIRECTORS

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

AND WHEREAS the number of directors of the Corporation has been fixed at six (6) by Special Resolution of the Sole Shareholder effective June 30, 2018;

AND WHEREAS Maria Pearson was a director of the Corporation with such term of appointment expiring on November 30, 2018, and it is the intent of the Sole Shareholder to appoint a successor;

AND WHEREAS it is the intent of the Sole Shareholder to ratify the fourth year of appointment of each director that held office until November 30, 2018 pursuant to the *Business Corporations Act* (Ontario).

BE IT RESOLVED:

1. That the following person be appointed to be a director of the Corporation effective December 3, 2018 and shall hold office until **June 30, 2022** or until their respective successor is elected or appointed subject to the by-laws of the Corporation:

Sam Merulla

The foregoing resolutions are, by the signature below of the Sole Shareholder of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation, pursuant to the *Business Corporations Act* (Ontario).

Dated as of this 22nd day of May 2019.

City of Hamilton

Fred Eisenberger
Mayor

Janet Pilon
Acting City Clerk