



HAMILTON UTILITIES CORPORATION SHAREHOLDER MINUTES 22-001

1:00 p.m.

March 2, 2022

Due to COVID-19 and the closure of City Hall, this meeting was held virtually.

Present: Mayor F. Eisenberger (Chair)
Councillors M. Wilson, N. Nann, J. Farr, S. Merulla, R. Powers, T. Jackson,
E. Pauls, B. Clark, M. Pearson, A. VanderBeek

Absent: Councillors T. Whitehead, B. Johnson, J.P. Danko, L. Ferguson – Personal
Councillor J. Partridge – Other City Business

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

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

5. PRESENTATIONS

- 5.1. Alectra Inc. Corporation
- 5.2. Hamilton Utilities Corporation

6. RESOLUTIONS OF THE SHAREHOLDER

- 6.2. Hamilton Utilities Corporation Audited Consolidated Financial Statements - Year Ended December 31, 2020
- 6.3. Alectra Inc. Audited Consolidated Financial Statements - Year Ended December 31, 2020 and Shareholder Report

(Merulla/Pauls)

That the agenda for the March 2, 2022 Hamilton Utilities Corporation Shareholder meeting, be approved, as amended.

Result: Motion CARRIED by a vote of 10 to 0, as follows:

| | | |
|--------|---|--------------------------------------|
| Yes | - | Mayor Fred Eisenberger |
| Yes | - | Ward 1 Councillor Maureen Wilson |
| Yes | - | Ward 2 Councillor Jason Farr |
| Yes | - | Ward 3 Councillor Nrinder Nann |
| Yes | - | Ward 4 Councillor Sam Merulla |
| Yes | - | Ward 5 Councillor Russ Powers |
| 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 |
| Yes | - | Ward 10 Councillor Maria Pearson |
| Absent | - | Ward 11 Councillor Brenda Johnson |
| Absent | - | Ward 12 Councillor Lloyd Ferguson |
| Absent | - | Ward 13 Councillor Arlene VanderBeek |
| Absent | - | Ward 14 Councillor Terry Whitehead |
| Absent | - | Ward 15 Councillor Judi Partridge |

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

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

(i) June 10, 2021 (Item 3.1)

(Merulla/Farr)

That the Minutes of the June 10, 2021 Hamilton Utilities Corporation Shareholder meeting, be approved, as presented.

Result: Motion CARRIED by a vote of 10 to 0, as follows:

| | | |
|--------|---|-----------------------------------|
| Yes | - | Mayor Fred Eisenberger |
| Yes | - | Ward 1 Councillor Maureen Wilson |
| Yes | - | Ward 2 Councillor Jason Farr |
| Yes | - | Ward 3 Councillor Nrinder Nann |
| Yes | - | Ward 4 Councillor Sam Merulla |
| Yes | - | Ward 5 Councillor Russ Powers |
| 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 |
| Yes | - | Ward 10 Councillor Maria Pearson |
| Absent | - | Ward 11 Councillor Brenda Johnson |
| Absent | - | Ward 12 Councillor Lloyd Ferguson |

| | | | |
|--------|---|---------|------------------------------|
| Absent | - | Ward 13 | Councillor Arlene VanderBeek |
| Absent | - | Ward 14 | Councillor Terry Whitehead |
| Absent | - | Ward 15 | Councillor Judi Partridge |

(d) SHAREHOLDER RESOLUTIONS (Item 6)

(i) Alectra Letter Agreement (Item 6.1)

(Merulla/Clark)

That discussion of the Alectra Letter Agreement be DEFERRED until the Shareholder reconvenes in Open Session.

Result: Motion CARRIED by a vote of 10 to 0, as follows:

| | | |
|--------|---|--------------------------------------|
| Yes | - | Mayor Fred Eisenberger |
| Yes | - | Ward 1 Councillor Maureen Wilson |
| Yes | - | Ward 2 Councillor Jason Farr |
| Yes | - | Ward 3 Councillor Nrinder Nann |
| Yes | - | Ward 4 Councillor Sam Merulla |
| Yes | - | Ward 5 Councillor Russ Powers |
| 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 |
| Yes | - | Ward 10 Councillor Maria Pearson |
| Absent | - | Ward 11 Councillor Brenda Johnson |
| Absent | - | Ward 12 Councillor Lloyd Ferguson |
| Absent | - | Ward 13 Councillor Arlene VanderBeek |
| Absent | - | Ward 14 Councillor Terry Whitehead |
| Absent | - | Ward 15 Councillor Judi Partridge |

The following resolution was considered by Council at its special meeting of March 2, 2022:

1. Hamilton Utilities Corporation Shareholder Resolution (Item 6.1)

(Merulla/Clark)

WHEREAS, the Corporation has received from Alectra a form of letter agreement relating to the Alectra Shareholders' Agreement (the "Alectra Letter Agreement"), a copy of which is appended as Appendix 1 to these Resolutions;

WHEREAS, Alectra has requested the Corporation execute the Alectra Letter Agreement;

WHEREAS, the Board of Directors of the Corporation has provided to the Shareholder of the Corporation a written report in relation to Alectra's request, appended as Appendix 2 to these Resolutions (the "HUC Report");

WHEREAS, the Board of Directors of the Corporation has provided to the Shareholder of the Corporation a recommendation in response to the Alectra Letter Agreement, appended as Appendix 3 to these Resolutions (the "HUC Recommendation");

WHEREAS, the Shareholder Direction and Unanimous Shareholder Declaration (the "Shareholder Direction") from the Shareholder of the Corporation to the Corporation currently in effect, provides in section 3.03 thereof, that the Shareholder shall endeavor to provide the Corporation in a timely manner with a decision with respect to any actions advised by the Corporation to the Shareholder for which the Shareholder may or may not grant approval; and,

WHEREAS, the Shareholder Direction provides, in section 3.06 thereof, that the Corporation shall provide to Alectra any response to a notice received by the Shareholder from the Corporation pursuant to Section 3.05 of the Shareholder Direction of which the Shareholder gives the Corporation written notice and the Corporation shall only act in a manner that it is authorized by such notice and at all times in furtherance of and consistent with such notice.

THEREFORE, BE IT RESOLVED THAT:

(a) Receive The Hamilton Utilities Corporation Report

That the Hamilton Utilities Corporation Report, be received by the Shareholder.

(b) Approve the Hamilton Utilities Corporation Recommendation

That the Hamilton Utilities Corporation Recommendation, be approved by the Shareholder.

(c) Shareholder Authorization to Execute the Alectra Letter Agreement

That the Hamilton Utilities Corporation, be hereby authorized by the Shareholder to execute the Alectra Letter Agreement and deliver a copy of same to Alectra forthwith.

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

Yes - Mayor Fred Eisenberger

| | | | |
|--------|---|---------|------------------------------|
| Yes | - | Ward 1 | Councillor Maureen Wilson |
| Yes | - | Ward 2 | Councillor Jason Farr |
| Yes | - | Ward 3 | Councillor Nrinder Nann |
| Yes | - | Ward 4 | Councillor Sam Merulla |
| Yes | - | Ward 5 | Councillor Russ Powers |
| 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 |
| Yes | - | Ward 10 | Councillor Maria Pearson |
| Absent | - | Ward 11 | Councillor Brenda Johnson |
| Absent | - | Ward 12 | Councillor Lloyd Ferguson |
| Yes | - | Ward 13 | Councillor Arlene VanderBeek |
| Absent | - | Ward 14 | Councillor Terry Whitehead |
| Absent | - | Ward 15 | Councillor Judi Partridge |

(e) PRIVATE & CONFIDENTIAL (Item 9)

(i) Alectra Letter Agreement – Background Information (Item 9.1)

(Powers/Clark)

That the Shareholder move into Closed Session to discuss Item 9.1, pursuant to Section 9.1, Sub-sections (f), (i) and (k) of the City's Procedural By-law 21-021, as amended, and Section 239(2), Sub-sections (f), (i) and (k) of the *Ontario Municipal Act*, 2001, as amended, as the subject matter pertains to advice that is subject to solicitor-client privilege, including communications necessary for that purpose; a trade secret or scientific, technical, commercial, financial or labour relations information, supplied in confidence to the municipality or local board, which, if disclosed, could reasonably be expected to prejudice significantly the competitive position or interfere significantly with the contractual or other negotiations of a person, group of persons, or organization; and, a position, plan, procedure, criteria or instruction to be applied to any negotiations carried on or to be carried on by or on behalf of the municipality or local board.

Result: Motion CARRIED by a vote of 9 to 0, as follows:

| | | |
|--------|---|----------------------------------|
| Yes | - | Mayor Fred Eisenberger |
| Yes | - | Ward 1 Councillor Maureen Wilson |
| Yes | - | Ward 2 Councillor Jason Farr |
| Yes | - | Ward 3 Councillor Nrinder Nann |
| Absent | - | Ward 4 Councillor Sam Merulla |
| Yes | - | Ward 5 Councillor Russ Powers |
| 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 |

| | | | |
|--------|---|---------|------------------------------|
| Yes | - | Ward 10 | Councillor Maria Pearson |
| Absent | - | Ward 11 | Councillor Brenda Johnson |
| Absent | - | Ward 12 | Councillor Lloyd Ferguson |
| Absent | - | Ward 13 | Councillor Arlene VanderBeek |
| Absent | - | Ward 14 | Councillor Terry Whitehead |
| Absent | - | Ward 15 | Councillor Judi Partridge |

For disposition of this matter, please refer to Item 1.

(f) ADJOURNMENT (Item 11)

(Powers/Pearson)

That, there being no further business, the Hamilton Utilities Corporation Shareholder meeting, be adjourned at 2:40 p.m.

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

| | | |
|--------|---|--------------------------------------|
| Yes | - | Mayor Fred Eisenberger |
| Yes | - | Ward 1 Councillor Maureen Wilson |
| Yes | - | Ward 2 Councillor Jason Farr |
| Yes | - | Ward 3 Councillor Nrinder Nann |
| Yes | - | Ward 4 Councillor Sam Merulla |
| Yes | - | Ward 5 Councillor Russ Powers |
| 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 |
| Yes | - | Ward 10 Councillor Maria Pearson |
| Absent | - | Ward 11 Councillor Brenda Johnson |
| Absent | - | Ward 12 Councillor Lloyd Ferguson |
| Yes | - | Ward 13 Councillor Arlene VanderBeek |
| Absent | - | Ward 14 Councillor Terry Whitehead |
| Absent | - | Ward 15 Councillor Judi Partridge |

Respectfully submitted,

Mayor Fred Eisenberger, Chair
Hamilton Utilities Corporation
Shareholder

Stephanie Paparella
Legislative Coordinator
Office of the City Clerk