



HAMILTON UTILITIES CORPORATION SHAREHOLDER REPORT 23-001

April 5, 2023

Immediately Following General Issues Committee
Council Chambers, City Hall, 2nd Floor
71 Main Street West, Hamilton, Ontario

Present: Deputy Mayor B. Clark (Chair)
Councillors J. Beattie, C. Cassar, J. P. Danko, T. Hwang, T. Jackson,
C. Kroetsch, N. Nann, M. Tadeson, A. Wilson, M. Wilson

Absent: Mayor A. Horwath – Personal
Councillors M. Francis, T. McMeekin, E. Pauls, M. Spadafora - Personal

THE HAMILTON UTILITIES CORPORATION SHAREHOLDER PRESENTS REPORT 23-001 AND RESPECTFULLY RECOMMENDS:

- 1. Re-Appointment of Sean Donnelly as the Corporations Independent Director to the Board of Directors of Alectra and Amendment to the Unanimous Shareholder Declaration (Item 5.1)**

HAMILTON UTILITIES CORPORATION (the “Corporation”)

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

WHEREAS the Corporation owns 17.31% of the issued and outstanding share capital of Alectra Inc. (“Alectra”).

AND WHEREAS Alectra’s Unanimous Shareholders’ Agreement entitles the Corporation to appoint one (1) independent and one (1) non-independent director to the board of directors of Alectra.

AND WHEREAS the City of Hamilton is the sole shareholder of the Corporation (the “Sole Shareholder”) and has previously selected Mayor Andrea Horwath to serve as the non-independent director to the board of directors of Alectra.

AND WHEREAS the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the “USD”) states in Section 3.02 that, in relation to the Corporation’s appointees to the board of directors of Alectra, the Corporation’s Nominating Committee shall make a report and recommendation to the Sole Shareholder regarding qualified candidates for the Sole Shareholder to select as the Corporation’s appointees to the board of directors of Alectra.

AND WHEREAS the Corporation's Nominating Committee has prepared a report and recommendation (the "Proposal") which identifies and recommends a candidate to serve as the independent director to the board of directors of Alectra and the Board of Directors of the Corporation subsequently received and approved the Proposal at a meeting of the Board of Directors of the Corporation.

AND WHEREAS the USD states in Section 3.02 that the Corporation shall not, without the approval of the Sole Shareholder, place forward or nominate any appointee or nominee of the Corporation to the board of directors of Alectra.

AND WHEREAS the President of the Corporation has provided the Proposal to the Sole Shareholder, attached hereto as Schedule "A", for the consideration and approval of the Sole Shareholder pursuant to Section 3.02 of the USD.

AND WHEREAS it is desirable for the Sole Shareholder to amend the USD by adding certain clarifying language in relation to the re-appointment of incumbent independent directors to the board of directors of Alectra.

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Sole Shareholder of the Corporation, RESOLVES AS FOLLOWS:

(a) RE-APPOINTMENT OF SEAN DONNELLY AS THE CORPORATION'S INDEPENDENT DIRECTOR TO THE BOARD OF DIRECTORS OF ALECTRA, BE IT RESOLVED:

- (i) That the Proposal be and the same is hereby received by the Sole Shareholder; and
- (ii) That the recommendation in the Proposal is hereby approved by the Sole Shareholder and Sean Donnelly is hereby re-appointed as the Corporation's independent director to the board of directors of Alectra for a three-year term commencing on April 28, 2023; and
- (iii) That the Sole Shareholder approves the preparation of all necessary documents and/or agreements to give effect to the foregoing and the Corporation's President (or designate) is hereby authorized and directed to execute, on behalf of the Corporation, all such necessary documents and/or agreements or to take any action deemed necessary in respect of any of the foregoing.

(b) AMENDMENT TO THE USD, BE IT RESOLVED:

- (i) That the USD is hereby amended by the Sole Shareholder to add the following language as a new paragraph to Section 3.02 of the USD: "For greater certainty and notwithstanding anything to the contrary herein, with respect to the Corporation's appointees to the board of directors of Alectra, on or about the conclusion of an appointee's term and upon receipt of a report and recommendation from the Nominating

Committee advising such action, the Shareholder may elect to re-appoint such appointee for another term.”

- (ii) That the Mayor and City Clerk are hereby authorized and directed to sign and/or dispatch and deliver all other agreements, documents, notices, articles and/or certificates to be signed and/or dispatched or delivered under or in connection with the USD or to take any action deemed necessary in respect of any of the foregoing.

FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

The Committee Clerk advised that there were no changes to the agenda.

The agenda for the April 5, 2023 Utilities Corporation Shareholder was approved, as presented.

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

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

(i) June 17, 2022 (Item 3.1)

The Minutes of the June 17, 2022 Hamilton Utilities Corporation Shareholder meeting, were approved, as presented.

(d) ADJOURNMENT (Item 8)

There being no further business, the Hamilton Utilities Corporation Shareholder meeting, was adjourned at 7:44 p.m.

Respectfully submitted,

Deputy Mayor Brad Clark
Acting Chair
Hamilton Utilities Corporation
Shareholder

Angela McRae
Legislative Coordinator
Office of the City Clerk