



HAMILTON UTILITIES CORPORATION SHAREHOLDER MINUTES 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 FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

- 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)**

(Hwang/Tadeson)

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.

Upon the Shareholder’s request sub-sections (a) and (b) of Item 1, were voted on separately, as follows:

(Hwang/Tadeson)

(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.

Result: MOTION, on sub-section (a) of Item 1, CARRIED by a vote of 11 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Jeff Beattie
Yes	-	Ward 11 Councillor Mark Tadeson

Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Absent	-	Ward 14	Councillor Mike Spadafora
Absent	-	Ward 15	Councillor Ted McMeekin

(A. Wilson/Cassar)

(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.

Result: MOTION on sub-section (b) of Item 1, CARRIED by a vote of 8 to 3, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
No	-	Ward 2 Councillor Cameron Kroetsch
No	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
No	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Jeff Beattie
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Absent	-	Ward 14 Councillor Mike Spadafora
Absent	-	Ward 15 Councillor Ted McMeekin

FOR INFORMATION:

(a) CHANGES TO THE AGENDA (Item 1)

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

(Tadeson/A. Wilson)

That the agenda for the April 5, 2023 Utilities Corporation Shareholder be approved, as presented.

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

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Yes	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Jeff Beattie
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Absent	-	Ward 14 Councillor Mike Spadafora
Absent	-	Ward 15 Councillor Ted McMeekin

(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)

(Nann/M. Wilson)

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

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

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
No	-	Ward 2 Councillor Cameron Kroetsch
No	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko

No	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Jeff Beattie
Yes	-	Ward 11	Councillor Mark Tadeson
Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Absent	-	Ward 14	Councillor Mike Spadafora
Absent	-	Ward 15	Councillor Ted McMeekin

(d) ADJOURNMENT (Item 8)

(Tadeson/Cassar)

That, there being no further business, the Hamilton Utilities Corporation Shareholder meeting, be adjourned at 7:44 p.m.

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

Absent	-	Mayor Andrea Horwath	
Yes	-	Ward 1	Councillor Maureen Wilson
Yes	-	Ward 2	Councillor Cameron Kroetsch
Yes	-	Ward 3	Councillor Nrinder Nann
Yes	-	Ward 4	Councillor Tammy Hwang
Absent	-	Ward 5	Councillor Matt Francis
Yes	-	Ward 6	Councillor Tom Jackson
Absent	-	Ward 7	Councillor Esther Pauls
Yes	-	Ward 8	Councillor J. P. Danko
Yes	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Jeff Beattie
Yes	-	Ward 11	Councillor Mark Tadeson
Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Absent	-	Ward 14	Councillor Mike Spadafora
Absent	-	Ward 15	Councillor Ted McMeekin

Respectfully submitted,

Deputy Mayor Brad Clark
Acting Chair
Hamilton Utilities Corporation
Shareholder

**Hamilton Utilities Corporation Shareholder
Minutes 23-001**

April 5, 2023

Office of the City Clerk