



## **HAMILTON ENTERPRISES HOLDING CORPORATION SHAREHOLDER MINUTES 24-002**

2:54 p.m.

November 27, 2024

Council Chambers, 2<sup>nd</sup> Floor

Hamilton City Hall

71 Main Street West, Hamilton, Ontario

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- Present:** Mayor A. Horwath  
Deputy Mayor J.P. Danko (Chair)  
Councillors J. Beattie, C. Cassar, M. Francis, T. Hwang, T. Jackson,  
C. Kroetsch, T. McMeekin, N. Nann, E. Pauls, M. Spadafora, A. Wilson  
and M. Wilson
- Absent:** Councillor B. Clark – Personal  
Councillor M. Tadeson – City Business
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### **THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:**

- 1. Issuance of Common Shares; and Report Back Re: Corporation's Debt  
(Item 5.1)**

**(Hwang/Spadafora)**

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

**AND WHEREAS** the City of Hamilton wishes to subscribe for 12,969,310 Common Shares of the Corporation (the "Shares") at a price of One Dollar (CDN \$1) per share and the Corporation desires to accept such subscription as evidenced by a share subscription agreement dated as of December 12, 2024 between the Corporation and the City of Hamilton (the "Share Subscription Agreement");

**AND WHEREAS** pursuant to Section 6.01(iii) of the Corporation's Shareholder Direction and Unanimous Shareholder Declaration, approval of the Sole Shareholder is required to issue shares in the Corporation.

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

**(1) ISSUANCE OF COMMON SHARES**

**BE IT RESOLVED:**

- (i) that, conditional upon the execution of the Share Subscription Agreement and receipt of payment from the City of Hamilton for the Shares, the Sole Shareholder approves the issuance of the Shares as fully paid and non-assessable to the City of Hamilton at a price of One Dollar (CDN \$1) per share; and
- (ii) that, conditional upon execution of the Share Subscription Agreement and receipt of payment from the City of Hamilton for the Shares, the Sole Shareholder hereby authorizes and directs the Board of Directors of the Corporation to issue a Share Certificate of the Corporation to the City of Hamilton for the Shares, signed by the President of the Corporation and delivered to the City of Hamilton; and
- (iii) that the Sole Shareholder approves the preparation of all necessary documents and/or agreements to give effect to the foregoing, including without limitation the Share Subscription Agreement, and the President of the Corporation (or their 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.

**(2) REPORT BACK RE: CORPORATION'S DEBT**

**BE IT RESOLVED** that the Officers of the Corporation are hereby directed to report back to the Sole Shareholder at the next Shareholder meeting regarding the status of the Corporation's debt obligations to Hamilton Utilities Corporation.

**THE FOREGOING RESOLUTIONS** are hereby consented to by the Sole Shareholder of the Corporation pursuant to the provision of the *Business Corporation Act* (Ontario).

**Result: MOTION, CARRIED by a vote of 14 to 0, as follows:**

Yes	-	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
Yes	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson

Yes	-	Ward 7	Councillor Esther Pauls
Yes	-	Ward 8	Councillor J. P. Danko
Absent	-	Ward 9	Councillor Brad Clark
Yes	-	Ward 10	Councillor Jeff Beattie
Absent	-	Ward 11	Councillor Mark Tadeson
Yes	-	Ward 12	Councillor Craig Cassar
Yes	-	Ward 13	Councillor Alex Wilson
Yes	-	Ward 14	Councillor Mike Spadafora
Yes	-	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.

**(Hwang/Nann)**

That the agenda for the November 27, 2024 Hamilton Enterprises Holding Corporation Meeting, be approved, as presented.

**Result: MOTION, CARRIED by a vote of 14 to 0, as follows:**

Yes	-	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
Yes	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Absent	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Jeff Beattie
Absent	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Yes	-	Ward 14 Councillor Mike Spadafora
Yes	-	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 24, 2024 (Items 3.1)**

**(Hwang/Kroetsch)**

That the Minutes of the June 24, 2024 Hamilton Enterprises Holding Corporation Shareholder meeting, be approved, as presented.

**Result: MOTION, CARRIED by a vote of 14 to 0, as follows:**

Yes	-	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
Yes	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Absent	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Jeff Beattie
Absent	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 13 Councillor Alex Wilson
Yes	-	Ward 14 Councillor Mike Spadafora
Yes	-	Ward 15 Councillor Ted McMeekin

**(d) ADJOURNMENT (Item 6)**

**(Hwang/Pauls)**

That, there being no further business, the Hamilton Enterprises Holding Corporation Shareholder meeting, be adjourned at 2:57 p.m.

**Result: MOTION, CARRIED by a vote of 14 to 0, as follows:**

Yes	-	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
Yes	-	Ward 5 Councillor Matt Francis
Yes	-	Ward 6 Councillor Tom Jackson
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Absent	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Jeff Beattie
Absent	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 12 Councillor Craig Cassar

Yes	-	Ward 13	Councillor Alex Wilson
Yes	-	Ward 14	Councillor Mike Spadafora
Yes	-	Ward 15	Councillor Ted McMeekin

Respectfully submitted,

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Deputy Mayor John-Paul Danko  
Chair, Hamilton Enterprises  
Holding Corporation Shareholder

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Angela McRae  
Legislative Coordinator  
Office of the City Clerk