



HAMILTON UTILITIES CORPORATION SHAREHOLDER ANNUAL GENERAL MEETING MINUTES 23-002

10:50 am

June 8, 2023

Council Chambers, City Hall, 2nd Floor
71 Main Street West, Hamilton, Ontario

Present: Mayor A. Horwath
Deputy Mayor C. Kroetsch (Chair)
Councillors C. Cassar, B. Clark, J. P. Danko, M. Francis,
T. Hwang, T. Jackson, T. McMeekin, N. Nann, E. Pauls, M. Spadafora,
M. Tadeson, A. Wilson, M. Wilson

Absent: Councillor J. Beattie - Personal

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

- 1. Shareholder Resolutions: Audited Consolidated Financial Statements of Hamilton Utilities Corporation - Year Ended December 31, 2022; Alectra Inc. Audited Consolidated Financial Statements and Shareholder Report - Year Ended December 31, 2022; Appointment and Remuneration of Auditor; Confirmation of Alectra Inc. Directors; and Number of Directors of the Corporation (Item 6.1)**

(Hwang/Cassar)

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

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

- (a) AUDITED CONSOLIDATED FINANCIAL STATEMENTS – YEAR ENDED DECEMBER 31, 2022**

BE IT RESOLVED that the Audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2022 (attached hereto as Appendix "A"), as approved by the Board of Directors of the Corporation, be received and approved by the Shareholder.

(b) ALECTRA INC. AUDITED CONSOLIDATED FINANCIAL STATEMENTS AND SHREHOLDER REPORT – YEAR ENDED DECEMBER 31, 2022

BE IT RESOLVED that the Audited Consolidated Financial Statements of Alectra Inc. and Shareholder Report for the year ended December 31, 2022, as approved by the Board of Directors of Alectra Inc. (attached hereto as Appendix “B”), be received by the Shareholder.

(c) APPOINTMENT AND REMUNERATION OF AUDITOR

BE IT RESOLVED that the present auditor of the Corporation, KPMG LLP, be appointed as the auditor of the Corporation for the 2023 fiscal year of the Corporation at a remuneration to be fixed by the Directors of the Corporation, the Directors of the Corporation being hereby authorized to fix such remuneration.

(d) CONFIRMATION OF ALECTRA INC. DIRECTORS

BE IT RESOLVED that the following persons are confirmed as Directors of Alectra Inc. (“Alectra”) as nominees of the Corporation, subject to their respective terms as determined by the process set out in Subsection 2.6(6) of Alectra’s Unanimous Shareholders’ Agreement dated January 1, 2019 (the “USA”) or until their successors are elected or their resignations are received by Alectra, as provided for in the USA:

- (i) Sean Donnelly; and,
- (ii) Andrea Horwath.

(e) NUMBER OF DIRECTORS OF THE CORPORATION

WHEREAS the Shareholder Direction and Unanimous Shareholder Declaration from the Sole Shareholder to the Corporation (the “USD”) states in Section 6.04 that the Board of Directors of the Corporation shall be composed of six (6) Directors;

AND WHEREAS the term of Christa Wessel as a Director of the Corporation will expire on June 30, 2023 resulting in the Corporation having five (5) Directors as opposed to six (6);

AND WHEREAS following the retirement of Christa Wessel as a Director of the Corporation, it is proposed that the Corporation hereinafter have and proceed with five (5) Directors;

AND WHEREAS in order to give effect to the foregoing it is desirable to decrease the number of Directors that the Corporation may have to five (5) and to waive the requirement that the Corporation have six (6) Directors.

BE IT RESOLVED:

- (i) that the number of Directors that the Corporation shall have is decreased to five (5); and
- (ii) that the requirement in the USD stipulating that the Board of Directors of the Corporation be composed of six (6) Directors is waived so as to allow the Corporation to have five (5) Directors.

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

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
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
Absent	-	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
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/Cassar)

That the agenda for the June 8, 2023 Utilities Corporation Shareholder 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
Yes	-	Ward 9	Councillor Brad Clark
Absent	-	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
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) April 5, 2023 (Item 3.1)

(Hwang/Danko)

That the Minutes of the April 5, 2023 Hamilton Utilities 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
Yes	-	Ward 9	Councillor Brad Clark
Absent	-	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
Yes	-	Ward 15	Councillor Ted McMeekin

(d) PRESENTATIONS (Item 5)

(i) 2023 Hamilton Utilities Corporation - Annual General Meeting (Item 5.1)

Laurie Tugman, Chairman of the Board, Hamilton Utilities Corporation; and, Jeff Cowan, President and CEO of Hamilton Utilities Corporation, addressed Committee and provided a presentation respecting the H023 Hamilton Utilities Corporation – Annual General Meeting.

(Hwang/Cassar)

That the Presentation respecting, 2023 Hamilton Utilities Corporation – Annual General Meeting, be received.

Result: MOTION, CARRIED by a vote of 13 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
Yes	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Absent	-	Ward 10 Councillor Jeff Beattie
Yes	-	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

(ii) Alectra Inc. Corporation - 2022 Year in Review (Item 5.2)

Norm Loberg, Chairman of the Board, Alectra Inc.; Brian Bentz, President & CEO, Alectra Inc.; and Danielle Diaz, Executive Vice-President & CEO, Alectra Inc., addressed Committee and provided a presentation respecting Alectra Inc. Corporation – 2022 Year in Review.

(McMeekin/Cassar)

That the Presentation respecting, Alectra Inc. Corporation – 2022 Year in Review, be received.

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

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann

Yes	-	Ward 4	Councillor Tammy Hwang
Absent	-	Ward 5	Councillor Matt Francis
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
Absent	-	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
Yes	-	Ward 15	Councillor Ted McMeekin

(e) ADJOURNMENT (Item 8)

(Tadeson/Hwang)

That, there being no further business, the Hamilton Utilities Corporation Shareholder meeting, be adjourned at 12:15 p.m.

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

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Cameron Kroetsch
Absent	-	Ward 3 Councillor Nrinder Nann
Yes	-	Ward 4 Councillor Tammy Hwang
Absent	-	Ward 5 Councillor Matt Francis
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
Absent	-	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
Yes	-	Ward 15 Councillor Ted McMeekin

Deputy Mayor Cameron Kroetsch
Chair, Hamilton Enterprises Holding
Corporation Shareholder

Angela McRae
Legislative Coordinator
Office of the City Clerk