

ST. CATHARINES HYDRO INC.
(The Corporation)

MINUTES OF SPECIAL SHAREHOLDERS MEETING
Council Chambers, City Hall, 50 Church Street, St. Catharines
Monday, August 12, 2013, 5:30 p.m.

Present: Mayor Brian McMullan
Councillors Jeff Burch, Dawn Dodge, Mark Elliott, Joseph Kushner,
Bill Phillips, Peter Secord, Mat Siscoe, Len Stack and
Bruce Williamson

Officials Present: Colin Briggs, Chief Administrative Officer
Dan Carnegie, Director of Corporate Support Services
John Sim, Manager of Payroll and Accounting, Financial
Management Services
Nicole Auty, City Solicitor
Carol Coull, Council Coordinator

SCHI Board: Robert Marshall, SCHI & SCHIGI Chair
Rob Cary, SCHI Vice Chair
John Bergsma, SCHI Director & SCHIGI Vice Chair
Timothy Curtis, SCHI Director
Annette Poulin, SCHI Director

Absent: Councillor Matt Harris, SCHI Director
Councillors Jennifer Stevens and Greg Washuta
David Heath, SCHI Director

Constitution of Meeting

The Chair, Robert Marshall took the Chair and called the meeting to order in Council Chambers, City Hall at 5:35 p.m. The Chair noted those present, namely the sole Shareholder as represented by Mayor McMullan and Council of the Corporation of the City of St. Catharines, City Staff, The Directors of the Corporation, and noted that those entitled to attend were present.

Waiver of Meeting Notice

A waiver of meeting notice was requested by the Chair.

Resolution No. 2013-S012

Moved by Mayor McMullan

Seconded by Councillor Kushner

That The Corporation of the City of St. Catharines, as Shareholder, approves the abridgement of meeting notice for this special meeting of the Corporation of the City of St. Catharines, as Shareholder, with the Board of Directors of the Corporation of St. Catharines Hydro Inc. on August 12, 2013, and consents to the holding of such meeting accordingly and the transaction thereat of such business as may come before the same or any adjournment thereof.

Carried

The Chair declared the meeting to be constituted for the transaction of business and requested that Item 6, "All Acts", be stricken from the Agenda as it did not apply to this meeting.

Report of July 26, 2013 from the Chair

The Chair confirmed that all had received the confidential July 26, 2013 report regarding the business transaction.

Resolution No. 2013-S013

Moved by Mayor McMullan

Seconded by Councillor Matt Siscoe

That the report dated July 26, 2013, from the Chair of St. Catharines Hydro Inc. regarding the sale of GGUI Business is hereby received by the Corporation of the City of St. Catharines, as Shareholder.

Carried

Resolution No. 2013-S014

Moved by Mayor McMullan

Seconded by Councillor Matt Siscoe

"WHEREAS the Corporation of the City of St. Catharines is the sole shareholder of St. Catharines Hydro Inc. and

WHEREAS St. Catharines Hydro Inc. has approved the sale of the subsidiary's business interest held in Glenridge Gas Utilization Inc. (GGUI).

IT IS RESOLVED that St. Catharines Hydro Generation Inc., a subsidiary of St. Catharines Hydro Inc. is authorized to sell the GGUI business.

THE FOREGOING RESOLUTION is hereby approved by the Corporation of the City of St. Catharines, as sole shareholder of the Corporation pursuant to the Business Corporations Act (Ontario) and the Shareholder Declaration, as evidenced by such shareholder's signature hereto.

Carried

Adjournment

There being no further business the meeting adjourned at 5:40 p.m.

Certified Correct:

Confirmed by:

City Clerk

Mayor