

ST. CATHARINES HYDRO INC. (SCHI)

(the Corporation)

Special Shareholders Meeting

Held on Monday, September 22, 2014

Commencing at the hour of 6:00 p.m.

at St. Catharines City Hall

Council Chambers

St. Catharines, Ontario

Present: The sole Shareholder, the Corporation of the City of St. Catharines, as represented by City Council

Mayor Brian McMullan
Councillor Jeff Burch
Councillor Dawn Dodge
Councillor Mark Elliott
Councillor Laura Ip
Councillor Joseph Kushner
Councillor Bill Phillips
Councillor Peter Secord
Councillor Len Stack
Councillor Jennifer Stevens
Councillor Bruce Williamson

Absent: Councillors Matt Harris and Mat Siscoe

St. Catharines

Hydro Board: Robert Marshall, Chair
Robert Cary, Vice Chair
Annette Poulin, Director
Mayor Brian McMullan, Director

City Officials

Present: Dan Carnegie, Chief Administrative Officer
Shelley Chemnitz, Commissioner of Corporate Services
Nicole Auty, Director of Legal and Clerks Services

Constitution of Meeting

The Chair, Robert Marshall took the Chair and called the meeting to order in Council Chambers, City Hall, at 6:02 p.m. The Chair noted those present, namely the sole Shareholder as represented by Mayor McMullan and the Council of The Corporation of the City of St. Catharines, City Staff, the Directors of the Corporation.

The Chair then confirmed notice being given and that the meeting would commence with a quorum in which case resolutions could be ratified. He then declared the meeting to be constituted for the transaction of business, and proceeded.

The Chair advised that Annette Poulin, Director is appointed as Secretary for the purpose of this meeting.

Acceptance of Meeting Notice

1. Resolution S2014-011

Moved by Councillor Elliott
Seconded by Councillor Stack

Resolved 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 September 22, 2014, 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

2. Resolution S2014-012

Moved by Councillor Stevens
Seconded by Councillor Burch

Resolved that the resignation of Director Timothy Curtis, is hereby accepted.

Carried

3. Resolution S2014-013

Moved by Councillor Dodge
Seconded by Councillor Burch

Resolved that the St. Hydro Inc. report of September 12, 2014, on recommendation by the Nominating Committee, be received.

Carried

4. Resolution S2014-014

Moved by Councillor Kushner
Seconded by Mayor McMullan

Resolved that as recommended by the St. Catharines Hydro Inc. Board of Directors and the Nominating Committee, Mark Steinman is hereby appointed as Director for the term as set out herein, pursuant to the provisions of the by-laws, Shareholders' Declaration of St. Catharines Hydro Inc., and the provisions of the *Business Corporations Act*.

Mark Steinman term to May 2017

As of this date, the Board of Directors of St. Catharines Hydro Inc. is as follows:

- | | | |
|------------------------------|----------------------|-----------------------|
| 1. John Bergsma | (SCHGI Vice Chair) | until May 2017 |
| 2. Mark Steinman | | until May 2017 |
| 3. Annette Poulin | | until May 2016 |
| 4. David Heath | | until May 2016 |
| 5. Bob Marshall | (SCHI & SCHGI Chair) | until May 2015 |
| 6. Robert Cary | (SCHI Vice Chair) | until May 2015 |
| 7. Mayor Brian McMullan | | until term of Council |
| 8. Councillor Matthew Harris | | until term of Council |

Adjournment

There being no further items of business the meeting adjourned at 6:07 p.m.

Certified Correct:

Confirmed By:

Nicole Auty, Director
Legal and Clerks Services

Mayor Brian McMullan