Committee of the Whole
And
Meeting of:
Shareholders for Hamilton Street Railway Company
Board of Directors of the Hamilton Street Railway Company
Shareholder’s for Safety Service and Adjusters Limited
Board of Directors for Safety Service and Adjusters Limited

MINUTES

6:00 p.m.
June 14, 2006
Room 110
Hamilton City Hall
71 Main Street West, Hamilton

Present:
Mayor L. DiIanni
Councillors D. Braden, B. Bratina, P. Bruckler,
C. Collins, T. Jackson, B. Kelly, M. McCarthy, B. McHattie,
D. Mitchell, B. Morelli, M. Pearson, T. Whitehead, A.
Samson

Absent with regrets:
Councillor M. Ferguson – Illness
Councillor S. Merulla

Also Present:
G. Peace, City Manager
P. Barkwell, City Solicitor
K. Christenson, City Clerk
M. Gallagher, Coordinator

Deputy Mayor A. Samson assumed the Chair.

THE FOLLOWING WAS REPORTED TO CITY COUNCIL FOR CONSIDERATION:

1. Shareholder’s Meeting for the Hamilton Street Railway Company (Item 6.1)
   (Whitehead/Kelly)
   WHEREAS the Council of the City Of Hamilton are sitting as representatives of the
   beneficial Shareholder (City of Hamilton) for The Hamilton Street Railway Company (the
   “Corporation”);

   WHEREAS by Section 11.9, subsection (1) of the City of Hamilton Act, 1999, S.O. 1999,
   c.14, the City of Hamilton is authorized to hold the shares in the Corporation and to
   exercise the rights attributed thereto;
WHEREAS by subsection (2) of the aforesaid subsection of the said Act, the City of Hamilton is mandated to manage the affairs of the Corporation;

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representatives of the beneficial Shareholder (City of Hamilton) of the Corporation, RESOLVES AS FOLLOWS:

(a) BE IT RESOLVED that all the shares of the Corporation held by The Regional Municipality of Hamilton-Wentworth and all assets and liabilities of the said Regional Municipality in respect of the shares of the Corporation are hereby acquired and vest in the City of Hamilton, effective December 1, 2000.

(b) BE IT RESOLVED that the Board of Directors of the Corporation be authorized to enact a by-law to revoke all previously outstanding share certificates and issue a replacement share certificate representing one-hundred percent (100%) of the shares of the Corporation naming the City of Hamilton as shareholder and dated December 1, 2000.

(c) BE IT RESOLVED that the number of Directors comprising the Board of Directors of the Corporation be set at sixteen (16) and be comprised of the following persons:

Mayor Larry DiIanni
Councillor Bernie Morelli
Councillor Sam Merulla
Councillor Chad Collins
Councillor Tom Jackson
Councillor Bill Kelly
Councillor David Mitchell
Councillor Murray Ferguson
Councillor Dave Braden
Councillor Margaret McCarthy
Councillor Brian McHattie
Councillor Terry Whitehead
Councillor Phil Bruckler
Councillor Maria Pearson
Councillor Bob Bratina
Councillor Art Samson

(d) BE IT RESOLVED that the President and Secretary of the Corporation are hereby authorized and directed to sign this Special Resolution of Shareholders in writing formalizing the items contained therein. CARRIED.

2. Board of Director’s Meeting for the Hamilton Street Railway Company (Item 6.2)

(Pearson/McHattie)
That the Council of the City Of Hamilton, sitting as the Board of Directors for The Hamilton Street Railway Company, hereby enacts as follows:

Council – June 14, 2006
(a) That the following persons be appointed to the following positions as Officers of the Company concurrent with the term of Council commencing December 1, 2003, ending November 30, 2006:

<table>
<thead>
<tr>
<th>Position</th>
<th>Name</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Larry DiIanni</td>
</tr>
<tr>
<td>Vice-President</td>
<td>Scott Stewart</td>
</tr>
<tr>
<td>Secretary</td>
<td>Kevin C. Christenson</td>
</tr>
<tr>
<td>General Manager</td>
<td>Don Hull</td>
</tr>
<tr>
<td>Treasurer</td>
<td>Joseph Rinaldo</td>
</tr>
</tbody>
</table>

(b) That the Legal Services Division of the City of Hamilton is authorized to act as Solicitor for the Company and, as such, is authorized and directed to prepare and file any and all documents as may be required by the Ministry of Consumer and Business Services and any governing legislation, to give effect to the foregoing.

(i) That the signing officers of the Company for the purposes of signing contracts shall be the President and Secretary.

(ii) That every contract to be signed for the Company shall be initialed by the General Manager and Solicitor of the Company before being signed by the signing officers.

(iii) That subject to 3 (a) and (b) hereof, the Purchasing Policies adopted by the Transition Board for the City of Hamilton, any successor Purchase Policies that may be adopted by the City of Hamilton and any amendments thereto that may from time to time be made, shall apply in their entirety to the Company.

(c) That all outstanding share certificates of the Company are hereby revoked and are to be replaced with a share certificate naming the City of Hamilton as the sole shareholder effective December 1, 2000, in accordance with the provisions of City of Hamilton Act.

(d) That the Legal Services Division of the City of Hamilton is authorized and directed to prepare any such corporate minutes, registers, share certificates and any other documentation as may be required to give effect to the foregoing and to create an up-to-date corporate minute book for the Company.

(e) That the Secretary of the Company be authorized and directed to maintain the corporate minute book for the Company and to retain the same at the City Clerk’s Office of the City of Hamilton.
(f) That By-law HSR01-001 and any amendments thereof are hereby repealed. CARRIED.

3. Shareholder’s Meeting for Safety Service and Adjusters Limited (Item 6.3) (Morelli/Kelly)

WHEREAS the Board of Directors of The Hamilton Street Railway Company, is sitting as the representative Shareholder for Safety Service and Adjusters Limited (the “Corporation”);

NOW THEREFORE the Board of Directors of The Hamilton Street Railway Company, acting in its capacity as the representative Shareholder of the Corporation, RESOLVES AS FOLLOWS:

(a) BE IT RESOLVED that all the shares of the Corporation held by The Regional Municipality of Hamilton-Wentworth and all assets and liabilities of the said Regional Municipality in respect of the shares of the Corporation are hereby acquired and vest in The Hamilton Street Railway Company, effective December 1, 2000.

(b) BE IT RESOLVED that the Board of Directors of the Corporation be authorized to enact a by-law to revoke all previously outstanding share certificates and issue a replacement share certificate representing one-hundred percent (100%) of the shares of the Corporation naming The Hamilton Street Railway Company as shareholder and dated December 1, 2000.

(c) BE IT RESOLVED that the number of Directors comprising the Board of Directors of the Corporation be set at sixteen (16) and be comprised of the following persons:

Mayor Larry DiIanni
Councillor Bernie Morelli
Councillor Sam Merulla
Councillor Chad Collins
Councillor Tom Jackson
Councillor Bill Kelly
Councillor David Mitchell
Councillor Murray Ferguson
Councillor Dave Braden
Councillor Margaret McCarthy
Councillor Brian McHattie
Councillor Terry Whitehead
Councillor Phil Bruckler
Councillor Maria Pearson
Councillor Bob Bratina
Councillor Art Samson

(d) BE IT RESOLVED that the Board of Directors of the Corporation be authorized to enact a by-law to direct and authorize the Legal Services Division of the City of Hamilton to file Articles of Dissolution of the Company.
(e) BE IT RESOLVED that the President and Secretary of the Corporation are hereby authorized and directed to sign the Special Resolution of Shareholders in writing formalizing the items contained therein. CARRIED.

4. **Board of Directors Meeting for Safety Service and Adjusters Limited (Item 6.4)**
   (Bruckler/Kelly)
   That the Council of the City Of Hamilton, sitting as the Board of Directors for Safety Service and Adjusters Limited, hereby enacts as follows:
   
   (a) That the following persons be appointed to the following positions as Officers of the Company concurrent with the term of Council commencing December 1, 2003, ending November 30, 2006:

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<td>Treasurer</td>
<td>Joseph Rinaldo</td>
</tr>
</tbody>
</table>

   (b) That the Legal Services Division of the City of Hamilton is authorized to act as Solicitor for the Company and, as such, is authorized and directed to prepare and file any and all documents as may be required by the Ministry of Consumer and Business Services and any governing legislation, to give effect to the foregoing.

   (i) That the signing officers of the Company for the purposes of signing contracts shall be the President and Secretary.

   (ii) That every contract to be signed for the Company shall be initialed by the General Manager and Solicitor of the Company before being signed by the signing officers.

   (iii) That subject to 3 (a) and (b) hereof, the Purchasing Policies adopted by the Transition Board for the City of Hamilton, any successor Purchasing Policies that may be adopted by the City of Hamilton and any amendments thereto that may from time to time be made, shall apply in their entirety to the Company.

   (c) That all outstanding share certificates of the Company are hereby revoked and are to be replaced with a share certificate naming The Hamilton Street Railway Company as the sole shareholder effective December 1, 2000, in accordance with the provisions of City of Hamilton Act.

   (d) That the Legal Services Division of the City of Hamilton is authorized and directed to prepare any such corporate minutes, registers, share certificates and any other documentation as may be required to give effect
to the foregoing and to create an up-to-date corporate minute book for the Company.

(e) That the Legal Services Division of the City of Hamilton is authorized and directed to prepare and file Articles of Dissolution to wind-up the Company effective immediately.

(f) That By-law SSA01-001 and any amendments thereof are hereby repealed. CARRIED.

5. The Hamilton Street Railway Company (HSR) and Safety Service and Adjusters Limited (SSAL) – Corporate Governance (City Wide) (LS06009) (Kelly/Whitehead)
That Report LS06009 respecting The Hamilton Street Railway Company (HSR) and Safety Service and Adjusters Limited (SSAL) – Corporate Governance be received. CARRIED.

FOR THE INFORMATION OF COUNCIL:

(a) CHANGES TO THE AGENDA (Item 1)
None

(b) DECLARATIONS OF INTEREST (Item 2)
None were declared.

(c) PRESENTATIONS (Item 4)
Peter Barkwell, City Solicitor provided a PowerPoint presentation which highlighted the proceedings of the meeting.

Committee of the Whole convened individually on Items 1-4.

(d) PRIVATE AND CONFIDENTIAL

Hamilton v. AG Canada Red Hill Update (Item 9.1) (Mitchell/Whitehead)
That Committee move In Camera to receive an update on a litigation matter. CARRIED.

(Mitchell/Whitehead)
That Committee reconvene in Open Session. CARRIED.

Staff was provided direction in camera.

The meeting adjourned at 7:00 p.m.

Council – June 14, 2006
Respectfully submitted,

A. Samson
Deputy Mayor

M. Gallagher, Co-ordinator
Council and Committee of the Whole