CITY OF HAMILTON

MOTION

Council Date: May 12, 2008

MOVED BY COUNCILLOR .................................................................

SECONDED BY COUNCILLOR ...........................................................

1. Receive HUC 2007 Financial Statements

That the Financial Statements for the year 2007 be approved by the Board of Directors, of Hamilton Utilities Corporation.

2. Change to Shareholder Agreement

WHEREAS the Shareholder Agreement Section 4 (b) provides that the Board shall comprise of the President & CEO as a member of the Board;

AND WHEREAS the Hamilton Utilities Corporation board is making recommendation to the Shareholder that the Shareholder Agreement Section 4 (b) be changed to provide that the President & CEO ‘may’ be appointed as a member of the board.

BE IT RESLOVED THAT, the City of Hamilton amend the Shareholder Agreement between the City of Hamilton and Hamilton Utilities Corporation, Section 4 (b) Board Composition to provide that the President & CEO of the Corporation ‘may’ be appointed as a member of the board.
3. **Appointment of Directors**

That the following slate of Nominees be **re-appointed** to serve as independent Directors, as put forth by the Nominating Committee and supported by the Board of Directors, of Hamilton Utilities Corporation, and that, the corresponding terms of office are approved, effective June 30, 2008;

Robert Dolan   1 year term  
Charles Hantho   6 month term  
Edward Minich   3 year term  
Peter Routliff   1 year term  
Owen Shewfelt   3 year term  
Marnie Spears   3 year term  

FURTHER THAT, the following slate of Nominees be approved to serve as **new** independent Directors, as put forth by the Nominating Committee and supported by the Board of Directors, of Hamilton Utilities Corporation, and that, the corresponding terms of office are approved, effective June 30, 2008;

Sandy Adam, Chair Designate   3 year term  
Joan Wepppler   3 year term  

This slate of independent directors combined with Mayor Fred Eisenberger comprises the Hamilton Utilities Corporation slate of Directors effective June 30, 2008.

4. **Appointment of the Auditors**

RESOLVED THAT, KPMG LLP, Chartered Accountants, are re-appointed auditors of Hamilton Utilities Corporation for the fiscal year 2008.