

Stel Salaried Pensioners Organization (SSPO)

Ontario Corporation 1683315

By-law

Revised October 11, 2018

By-law

A by-law relating to the affairs of the SSPO.

Be it enacted as a by-law of the Stel-Salaried Pensioners Organization, Ontario Corporation
1683315

A. Interpretation/Definitions

"Act" means the Corporations Act as amended;

"SSPO" means the Stel-Salaried Pensioners Organization;

"Board" means the Board of Directors of SSPO;

"by-law" means any by-law of the SSPO including any special by-law;

"fees" means the required ongoing funds supplied by members to the SSPO to remain a member in "good-standing";

"Director" means a Director of the SSPO;

"DB" means Defined Benefit;

"AGM" means Annual General Meeting;

"FSCO" means Financial Services Corporation of Ontario;

"OPEB" means other post employment benefits;

"HBO" means health benefits only;

"PAC" means Pension Advisory Committee

"ELHT" means Employee Life and Health Trust;

"LANDCO" means Stelco Land Trust;

"PDFT" means Pension Deficit Funding Trust;

(Refer to Appendix 2 for definitions of the above acronyms)

"Member" means a member of the SSPO. There is only one class of member. Senior Member (with voting rights);

"special resolution" means a resolution passed by the vote of at least two-thirds of the members present and voting at a duly convened meeting;

All terms defined in the Corporations Act have the same meaning in the By-laws;

The singular includes the plural and the plural includes the singular;

The masculine includes the feminine.

B. Membership

Membership in SSPO is voluntary.

All paid-up members are senior members in "good standing" of the SSPO.

A Senior Member of the SSPO is a person who is a Stelco salaried retiree or survivor of a Stelco retiree, or a salaried active member of a 'defined benefit plan' as outlined in Appendix #1 and who has made the requisite membership payment. Members in "good standing" are entitled to vote at membership meetings. (One vote per member on each issue)

C. Cessation of Membership

1. Withdrawal

A member is deemed to have withdrawn from the SSPO and ceases to be a member of the SSPO when his membership fees are in arrears.

2. Expulsion

A member may be expelled or suspended or reprimanded and have his membership revoked by the Board for the following reasons:

- a. failure to comply with the objects, by-laws and regulations of the SSPO;
- b. failure to pay the required membership fees;
- c. for conduct which, in the opinion of the majority of the Board, is improper, unbecoming or likely to endanger the interests or reputation of the SSPO;

Before any member may be expelled, suspended or reprimanded he shall be given at least three weeks written notice that such a motion is intended to be proposed and he has the right to appear and be heard at a meeting of the Board.

D. Fees

1. Annual Fee

Every member shall pay an annual fee in an amount as determined and approved by the SSPO Board.

2. Fees

Fees are due and payable within 30 days of being notified or invoiced.

3. Arrears

- a. If any member fails to pay the required fee(s) within one month after notification he may be expelled in accordance with item C 2 above. On payment of all arrears and any other indebtedness due to the SSPO, a member may be reinstated.
 - b. No person may attend a meeting or have a vote without having paid the appropriate fee(s).
 - c. Hardship cases may submit a written request to the Board for a reduction in fees if they are unable to pay the full amount.
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E. Meetings of Members

1. Annual General Meeting

An AGM shall be held during October, (within one hundred twenty days of the fiscal year end) at such time and place as the Board of Directors may determine, for the purposes of:

- a. receiving the report of the Directors;

- b. receiving the financial statement for the previous financial year of the SSPO and the auditor's report thereon;
- c. approval of the proposed budget for the upcoming year
- d. electing Directors as necessary;
- e. appointing the auditor; and
- f. transacting such other or further business as may properly be brought before the meeting.

2. Other General Meetings Called by the Board of Directors

General meetings of the members may be called at any time:

- a. by resolution of the Board of Directors; or
- b. by order of the President, Vice-President, and any two other Directors;

for the transaction of any business, the general nature of such shall be specified in the notice calling the meeting.

No other business other than that specified in the notice of meeting shall be transacted at such meeting.

3. General Meetings at the Request of Members

The Directors shall, upon requisition signed by not less than one-tenth of the members in good standing, call a general meeting of the members.

Such requisition shall state the general nature of the business to be transacted at the meeting and shall be deposited into the hands of any Director of the SSPO.

If such a meeting is not called and held within ninety days of the deposit of the requisition, commencing with the ninety-first day any of the requisitioners may themselves call such meeting which shall be held within the following sixty days.

4. Notice of Meetings

Notice of meetings of members, specifying the place, day, hour and purpose of such meetings, shall be mailed by prepaid post or sent by electronic means, to all members in good standing at their last known address as registered in the records of the SSPO at least fourteen days before the date of the meeting.

The accidental omission to send any notice to any member or the non-receipt of any such notice or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.

The annual or any other general meeting of the members shall be held at a location in or near the city of Hamilton, ON, as the board of directors may determine and on such day as the said directors shall appoint.

5. Proxy

Every member in good standing is entitled to vote by proxy by appointing a member of his immediate family or caregiver as his nominee to attend and act at a meeting to the extent and with the power conferred by the proxy. The proxy shall be written in any form approved by the Board or the chairman of the meeting.

6. Quorum

Ten percent of the members in good standing (including proxies received) constitute a quorum for the transaction of business at a meeting of members.

7. Chairman

All meetings of members shall be chaired by the President and, in his absence, by the Vice President and, in his absence any member of the Board. In the absence of both the President and the Vice President, and any other Board member, the members shall choose one of their number to be chairman of the meeting.

8. Agenda

The order of business at all annual meetings of members and, as far as practicable, at all general meetings, shall be:

- a. approval of the minutes of the previous meetings;
- b. business arising from the minutes;
- c. receiving and considering the reports on the activities of the SSPO and other matters of importance or interest to the members;
- d. receiving and considering financial statements for the previous financial year and the auditor's report thereon;
- e. presentation and voting for approval of a budget for the following year;
- f. nomination and election of Directors;
- g. appointment of auditors;
- h. new business.

9. Voting

All questions before a meeting of members, except as otherwise specifically required by law or the by-laws, shall be decided by a simple majority of votes of the members in attendance. Each member in good standing shall have one vote. The President, in case of a tie, shall have a second or casting vote. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member.

10. Poll

If a poll is demanded it shall be taken and the result declared forthwith. At any meeting, unless a poll is demanded, a declaration by the President that a resolution has been carried or carried by a particular majority or defeated shall be conclusive evidence of the fact.

11. Adjournments

Any meeting of the SSPO may be adjourned from time to time by resolution.

F. Board of Directors

1. Powers

The affairs of the SSPO shall be managed by a Board of Directors consisting of eight (8) Directors. The overall intention, based upon weighted plan membership, is to have a minimum of 6 representatives from the Hamilton Salaried Plan with the balance from the Lake Erie Salaried Plan. The Board of Directors shall have full power and authority to administer the business and affairs of the SSPO and to exercise all such powers and to do all such acts and things as may be lawfully exercised or done by the SSPO, except such powers, acts and things

which by the by-laws or by the law are expressly directed or required to be exercised or done by the SSPO at a meeting of members.

Notwithstanding vacancies, the continuing Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

2. Qualification of Directors

No person shall be qualified to act as a Director unless he, at the time of his election or upon becoming a Director and throughout his term of office, is a member in good standing of the SSPO.

3. Election of Directors

At each annual meeting a full Board of Directors shall be elected consisting of the following positions, which shall be assigned as determined by the Board:

a. President

The President shall have such duties and responsibilities as set out by resolution of the Board.

b. Vice President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as are from time to time imposed upon him by the Board.

c. Treasurer

The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit in the name of and to the credit of the SSPO all money and other valuables as may be designated by the Board from time to time. He shall disburse the funds of the SSPO as may be ordered by the Board, taking proper vouchers of such disbursement, and shall render to the president and Directors at meetings of the Board, or whenever required, an account of all his transactions as treasurer and of the financial position of the SSPO. He shall submit to the membership for approval an annual budget of revenues and disbursements. He shall monitor ongoing expenditures in terms of this budget and inform the Board as any budget item approaches maximum. He shall facilitate the annual audit. He shall also perform such other duties as are from time to time imposed upon him by the Board.

d. Secretary

The Secretary shall attend all Board meetings, annual and general meetings and shall record all votes and minutes of the proceedings. He shall be custodian of the seal and books of the SSPO, which he shall deliver only when and to whom authorized by a resolution of the Board. He shall also assure that all notices to members as defined herein shall be sent to the members within the required time frame. He shall also perform such other duties as are from time to time imposed upon him by the Board.

e. Communications

The Communications Director shall be responsible for preparing and publishing at least one newsletter to the membership each year. (additional newsletters as might be required). The Communications Director will also deal with the media for the purpose of furthering the SSPO's objectives. He shall be responsible for the management of the SSPO Website. He shall report to the Board on a regular basis and to the membership at least once per year.

f. Political

The Director of Political shall oversee the political agenda with respect to SSPO's mandate and prepare ongoing summaries of activities for the board and report to the membership at least once per year.

g. Liaison:

The Liaison Director shall communicate with other relevant organizations including, the federation of DB plans for the purpose of furthering the SSPO's objectives. He shall report to the Board on a regular basis and to the membership at least once per year.

h. At Large

The Director at Large shall have such duties and responsibilities as set out by resolution of the Board.

Each term will be for a period of two years with the election of one half of the Board each year.

4. Nomination

Nominations for Directors shall be in writing and signed by twenty-five members in good standing accompanied by the consent in writing of each nominee. At the annual general meeting nominations, with the consent of the nominee, will be accepted from the floor.

The Board is empowered to find suitable candidates to be nominated.

5. Vacation of Office

The office of Director shall be automatically vacated if the Director:

- a. submits his resignation in writing to the SSPO;
- b. ceases to be a member of the SSPO;
- c. is removed from office by the members.

6. Vacancies

Vacancies on the Board may be filled by the Board from among the qualified members as long as at least five elected Directors remain on the Board. If there are less than five remaining Directors the Board shall forthwith call a general membership meeting to fill the vacancies. A member appointed by the Board to fill a mid-term vacancy created by a departing member of the Board, shall serve out the remaining term of the departing Board Member, at the end on which time said member shall be allowed to stand for election to the Board.

7. Removal

Any Director may at any time be removed from office, with or without cause, by resolution passed at a general meeting of the members (representing at least 10% of the membership) called for the purpose, by the vote of at least two-thirds of the members present at such meeting.

In case a Director shall be removed from office as authorized by this Section, a Director to fill the vacancy so caused may be elected at such meeting and the person so elected shall hold office as a Director for the remainder of the term of the office of the Director so removed.

8. Committees

The Board may from time to time appoint and discharge committees consisting of Directors and members and change their personnel and mandate.

9. Consultants/Counsel

The Board may hire consultants or counsel as it deems necessary from time to time. Such persons shall have the authority and shall perform such duties as are prescribed by the Board. The Board may set the limits of remuneration and other terms of engagement and may remove them at any time with or without cause by resolution of the Board.

10. Chairman of the Board

The President shall be the Chairman of the Board. He shall preside at all meetings of the Board and of the SSPO. He shall have the general and active management of the affairs of the SSPO. He shall supervise the carrying out of all orders and resolutions of the Board and he shall sign all by-laws and other documents requiring signature of the signing officer of the SSPO. Any of the duties and responsibilities of the Chairman of the Board may be delegated to a Director by a special resolution.

G. Meeting of the Board

1. Meetings

Meetings of the Board shall be held at least three times per year (and more often as required) and shall be scheduled by giving adequate notice to each Director. Notice of such meetings shall be sent by electronic means to each director. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The directors may consider or transact any business either special or general at any meeting of the Board. Emergency meetings may be convened if a quorum can be met provided that each director agrees to the need for such a meeting. Meetings may be conducted by conference call or on-line. Any Director may initiate a request for an emergency meeting of the Board. A Director's meeting may be held without notice, immediately following the annual meeting of the Membership.

2. Adoption of Resolutions Without Meetings

Any resolution or decision signed by all the Directors at any time in office shall be as valid and as effectual as if the same had been adopted, passed or taken at a meeting of the Board duly called, constituted and held. (e-mailing for a consensus is also an acceptable alternative)

3. Quorum

A majority of Directors appointed constitutes a quorum for the transaction of business.

4. Voting

Unless the bylaws or the law otherwise require, questions arising at any meeting of Directors shall be decided by a majority of votes, each Director being entitled to cast one vote on any such question. In the case of a deadlock, the chairman of the meeting shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way be assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to the effect in the minutes shall be admissible in evidence as *prima facie proff* of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

H. Remuneration and Liability

1. Remuneration

No member of the Board shall receive any remuneration for services as a member of the Board but is entitled to receive traveling and other expenses incurred in attending meetings or otherwise participating in the affairs of the SSPO.

2. Liability

No Director of the SSPO shall be liable for the acts, receipts, neglects or defaults of any other Director, member, or employee, or for joining any receipt or other act for conformity, or for any loss, damage or expense happening to the SSPO through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the SSPO, or for insufficiency or deficiency of any security in or upon which any of the monies of the SSPO shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the SSPO shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default, provided that nothing herein shall relieve any Director of any liability imposed upon him by law.

In the performance of their duties on behalf of the members of SSPO, no Director shall be deemed to have incurred absolutely no personal liability whatsoever to a member or members for the success or failure of their efforts on behalf of said member(s).

3) Indemnity

Subject to the limitations imposed by the law, every Director of the SSPO and his heirs, executors, administrators and other legal personal representatives, and every other person who has undertaken or is about to undertake any liability on behalf of the SSPO shall, from time to time, be indemnified and saved harmless by the SSPO from and against:

- a. any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
- b. all other costs, charges and expenses that sustains or incurs in respect of the affairs of the SSPO except such costs, charges and expenses as are occasioned by his own wilful neglect or default.

I. Auditors

1. Appointment

The members shall at each annual meeting appoint an auditor for the purpose of auditing and verifying the accounts of the SSPO.

2. Remuneration

The remuneration of the auditor shall be set by the Board.

3. Rights and Obligations

A copy of the financial statement as prepared by the auditor, together with his report thereon, shall be made available to all members attending the annual meeting. The auditor shall be

entitled to attend any meeting of the members and to receive all notices and other communications relating to any such meeting that any member is entitled to receive and to be heard at any such meeting that he attends on any part of the business of the meeting which concerns him as an auditor.

J. Investments

The Board is authorized to purchase only guaranteed investments and all investments owned by the SSPO shall be lodged in the name of the SSPO with a chartered bank or trust company or credit union as determined by the Board.

K. Execution of Documents

1. Signing Documents

Any documents requiring the signature of the SSPO may be signed by the President or Vice-President together with the Secretary or the Treasurer and all documents so signed shall be binding on the SSPO without any further authorization or formality. The Board may, from time to time by resolution appoint counsel on behalf of the SSPO, to sign documents in conjunction with one of the Directors named above.

2. Sealing

The seal of the SSPO may, when required, be affixed to contracts and documents as aforesaid.

L. Seal

The seal as impressed on this bylaw is adopted as the seal of the SSPO.

M. Financial Year

The financial year of the SSPO shall terminate on June 30th each year.

N. Amendment of By-laws

1. Amendment

Bylaws of the SSPO may be repealed or amended by the vote of at least two-thirds of the Directors present at a meeting of the Board, provided that the repeal or amendment of any such bylaw shall not be enforced or acted upon unless and until it is sanctioned and confirmed at a general meeting of the members duly called for that purpose.

2. Notice

A copy of the proposed bylaw or its repeal or amendment shall be made available to each member in good standing with this availability indicated in the notice of the meeting at which the same is to be considered.

O. Rules and Regulations

The Board may prescribe such rules and regulations not inconsistent with these bylaws relating to the affairs of the SSPO as it deems expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the SSPO when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have full force and effect.

P. Members Bound by By-laws, Rules and Regulations

1. Distribution

All members shall have access to the by-law and all amendments at the SSPO web-site.

2. Scope

All members shall, by accepting membership, be deemed to have notice of and to agree to be bound by this bylaw and all amendments and additions duly made thereto and by all the rules and regulations made or hereafter to be made by the SSPO or by its duly authorized Directors.

Q. Approval of Disbursements and Expenditures

1. No disbursements or expenditures, other than those that relate to the payment of normal and recurring operating expenses as detailed in the current approved budget, and no contract or undertaking committing the SSPO, shall be made or entered into without the prior approval of:
 - a. any one Director, when the amount involved is less than \$250.00
 - b. the President or, in his absence, the Vice-President, or in the absence of both of the latter, any two Directors when the amount is \$250.00 or more but not in excess of \$1000.00
 - c. the Board, when the amount involved is \$1000.00 or more but not in excess of \$25,000.00.
 - d. the members, at a general meeting duly called for that purpose when the amount involved is in excess of \$25,000.00.

R. Borrowing of Funds

1. The Board under no circumstances may borrow funds or take out a loan in the name of the SSPO; nor may they issue, sell or pledge securities of the SSPO;

S. SSPO Mandate

1. Terms of reference governing the activities of SSPO shall be as defined in the Document entitled "SSPO Mandate" and included herein as Appendix One. Terms of Reference may be amended from time to time by the Board, subject to the approval by a majority of the membership in attendance during a membership meeting.

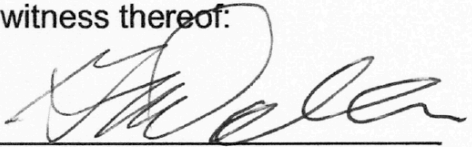
T. Sunset Clause (proviso for the cessation of operations if deemed necessary)

1. At the recommendation of the Board, and subject to the approval by a majority of the members present, at a duly constituted membership meeting: the activities of the SSPO may be wound

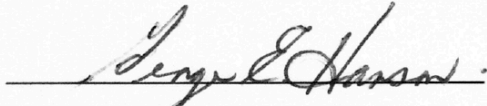
- up, and the Organization disbanded.
2. In the event of a windup of the SSPO, all real property, and monetary assets, net of wind-up expenses, shall be turned over to the Hamilton Works/Stelco Tower and Lake Erie Works pension plans in proportion to the number of members from each plan, or failing that, to the ELHT, or failing that to a registered charity or charities as determined by a vote of the members.

Revised by-law approved by a majority of the membership, during a membership meeting, held this 11th day of October, 2018.

In witness thereof:

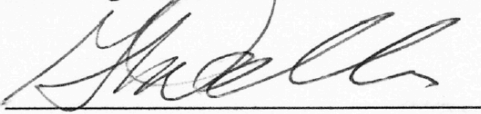


Acting Chairman of the membership meeting

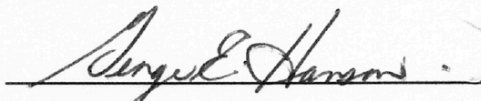


Acting Co-Chairman of the membership meeting

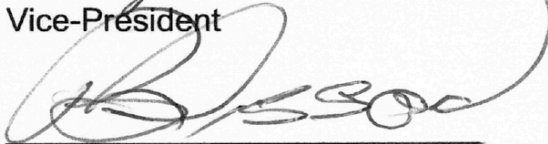
Passed at the first meeting of the first Board of Directors held immediately following the membership meeting, and, sealed with the corporate seal, this 11th day of October, 2018.



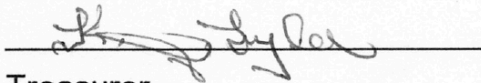
President



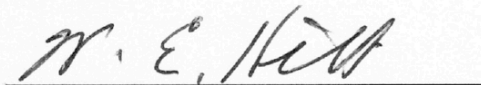
Vice-President



Secretary



Treasurer



Communications

Denis Forteau

Political

Paul J. Masseran

Liaison

Beate Coats

At Large

APPENDIX 1 - October 11, 2018

MANDATE STEL SALARIED PENSIONERS ORGANIZATION (SSPO)

OUR AGENDA

Ensure that Stelco salaried pension plan members are treated fairly by the plan(s) administrator (Morneau Shepell Ltd.), Governments, and Government regulatory agencies.

OUR MISSION

Protect the basic pensions of the salaried retired members of the following Ontario registered plans as well as OPEBs, including OPEBS of the HBO members.

GOVERNANCE

The governance structure of SSPO is as defined and regulated by SSPO Bylaw, dated October 11, 2018.

WHO WE REPRESENT

Salaried Stelco retirees, or salaried active employees, who are members of the following Ontario registered defined benefit plans, and those receiving OPEBS only:

Works	Registered Plan Number
Hamilton Works/Stelco Tower	338509
Lake Erie Works	698753
Stelpipe Ltd.	1017177
Welland Pipe Ltd.	1017185

COMMUNICATIONS WITH THE MEMBERSHIP

SSPO communicates with members in good standing through annual membership meetings, and periodically by e-mail, regular mail, and posting on the SSPO Website.

OUR MANDATE

Communicate with members in good standing, Stelco Morneau Shepell Ltd., the media, governments, politicians and other groups as required.

Maximize membership.

Raise funds to cover expenses.

Monitor developments in the pension field and gather information to better understand the options for members of a defined benefit pension plan.

Participate in a joint Pension Advisory Committee with Salaried Active Members and, appoint committee members to act on behalf of pensioners.

Interact and collaborate with other pension organizations that represent members of defined benefit plans.

Closely monitor Morneau Shepell administrated salaried pension and ELHT administered benefits plans.

Initiate political, legal and/or lobbyist action as required, to protect the pensions & benefits of our members.

Closely liaise with the ELHT, PDFT, LANDCO and PAC groups

October 11, 2018

APPENDIX 2 - Definitions – SSPO By-law Revised October 11, 2018

Pension Deficit Funding Trust (PDFT)

The Pension Deficit Funding Trust was constituted for the purpose of providing additional deficit funding to the Stelco main Pension Plans as contemplated by the Pension Agreement and the CCAA Plan of Compromise for U.S. Steel Canada, effective June 30, 2017.

The PDFT will receive certain payments from Bedrock (now Stelco) in accordance with an agreement to distribute certain profits earned by Bedrock (now Stelco) arising from: (a) Stelco “Carried Interest Payments”, and (b) the creation of a special purpose entity (LANDCO) for the purpose of holding and monetizing certain land assets to which certain Stelco land assets were transferred and a share of the proceeds are to be transferred and a share of the proceeds from the sale of which will be paid to the Stelco Main Pension Plans (“Pension Land Proceeds”).

The PDFT will receive, hold, and administer the Carried Interest Payments and the Pension Land Proceeds (the “Pension Deficit Funding Trust”) for the benefit of the four Stelco Main Pension Plans. The Stelco Main Pension Plans shall be entitled to receive distributions from the Pension Deficit Funding Trust.

The PDFT is managed by four trustees – one from each of the Main Stelco Pension Plans. One trustee is appointed by each of the respective Pension Advisory Committees:

Hamilton Salaried Plan, LEW Salaried Plan, Hamilton 1005 Bargaining Unit Plan, and Lake Erie 8782 Bargaining Unit Plan

Stelco Salaried Employee life and Health Trust (ELHT)

In general terms, an ELHT is an organization that controls a fund held in “trust” for the benefit of plan members. The Trust is administered by independent trustees (and their agents). By law, the money must be used to pay post-employment health and welfare benefits.

Stelco (U. S. Steel Canada) provided various post-employment benefits to non-unionized former employees of Stelco (“Stelco Retirees”) including inter alia health, dental and life insurance benefits.

As conditions of the Restructuring Transaction it has been agreed that (1) Stelco will cease to provide OPEBs to Stelco Retirees, (2) Stelco will make specified contributions in accordance with the OPEB Funding Agreement to employee life and health trusts (“ELHTs”) in respect of OPEBs, and (3) OPEBs will be paid to Stelco Retirees from the ELHTs in accordance with and subject to the terms of the OPEB Agreement.

The Court-Appointed Non-USW Representatives and the Trustees desired to establish the Stelco Salaried ELHT to provide OPEBs that qualify as “designated employee benefits,” within the meaning of Subsection 144.1(1) of the Income Tax Act, to eligible Salaried Retirees and Other Retirees and their eligible dependents and beneficiaries;

The Stelco Salaried ELHT shall, subject to funding, provides OPEBs to Non-USW Active and Retiree Beneficiaries, who were entitled, or would have become entitled upon their retirement, to OPEBs provided by Stelco (U. S. Steel Canada) pursuant to any applicable Stelco OPEB Plans as of October 8, 2014.

Funding for the Trust is rooted in the CCAA Plan of Compromise, OPEB and Pension Agreements through “Carried Interest” Agreement and LANDCO Agreements. A min fixed funding level is guaranteed for the first 10 years, with the potential for minimal funding commencing in year 11 through years 25.

Pursuant to the terms of the OPEB Funding Agreement, fixed contributions shall be made by Stelco for a period of 10 years to the Fund, thereafter which funding of the Trust may not be sufficient to support the payment of Benefits from the Fund. Trustees agree to hold the contributions and all future property acquired by the Trustees in trust for the beneficiaries of the Trust.

In accordance with the Salaried ELHT Bylaws, the Trust is managed by 3 Trustees: One from the Hamilton Plan, one from the Lake Erie Plan, and were appointed by the Non-USW Representatives from Members of the Pension Plans. The third and independent Trustee is chosen by the 2 appointed Plan Trustees, and is a professional in the field of Health Benefits and not a member of the Pension Plans. The SSPO Board of Directors is responsible for the Appointment of replacement trustees as required.

The Trustees shall meet at least annually with the SSPO Board to consult on issues related to the Fund and the Benefit Plans and shall otherwise consult with SSPO in making decisions with respect to the Fund and Plans as is necessary, in the sole determination of the Trustees.

LANDCO

LANDCO was created as a special purpose entity for the purpose of holding and monetizing certain land assets and to which certain Stelco land assets were transferred and a share of the proceeds are to be transferred and a share of the proceeds from the sale of which will be paid to the Stelco Main Pension Plans (“Pension Land Proceeds”). The Land Vehicle shall conduct a sale process on terms acceptable to the Province to maximize value from the Land Assets. An amount of the Land Proceeds (as defined below) and/or cash flow from the operation of the Land Assets approved by the Board and acceptable to the Province (the “Operating Amount”) shall be available to the Land Vehicle to fund the operating costs of the Land Vehicle. These operating costs may include the reasonable costs of professional property and asset managers retained by the Board to manage and maximize the value of the Land Assets, and expenditures incurred by the MOECC in connection with testing and monitoring.

Trustee/Directors for LANDCO are appointed by the Province until such time as all outstanding provincial loans have been paid. In the interim, to allow for a pensioner voice, three additional Trustee/Directors with non-voting rights were selected: one from the Salaried Pensioners appointed by the Salaried Representatives, one appointed by Hamilton Local 1005, and one appointed by LEW Local 8782.

Pension Advisory Committee

(Pension Benefits Act, R.S.O. 1990, CHAPTER P.8

Consolidation Period: From July 1, 2017 to the e-Laws currency date).

The members and retired members of a pension plan, by the decision of a majority of them participating in a vote, may establish an advisory committee in accordance with such conditions and subject to such restrictions as may be prescribed. R.S.O. 1990, c. P.8, s. 24 (1); 2010, c. 9, s. 11 (1, 2).

Rules governing the composition of the advisory committee

1. Each class of employees (Active or Retired) that is represented in the pension plan is entitled to appoint at least one representative to the advisory committee.
2. If there is only one class of employees that is represented in the pension plan, that class is entitled to appoint at least two representatives to the committee.
3. The retired members of the pension plan are entitled to appoint at least two representatives to the committee. 2010, c. 9, s. 11 (3).

Purposes of the advisory committee

- (a) to monitor the administration of the pension plan
- (b) to make recommendations to the administrator respecting the administration of the pension plan
- (c) to promote awareness and understanding of the pension plan.

Duties of the administrator

Examination of records. The advisory committee or its representative has the right to examine the records of the administrator in respect of the administration of the pension plan and the pension fund and to make extracts from and copies of the records, but this subsection does not apply in respect of information as to the service, salary, pension benefits or other personal information related to any specific person without the person's prior consent.

Costs of the committee

Such costs associated with the advisory committee as may be prescribed are payable out of the pension fund, subject to the prescribed restrictions. 2010, c. 9, s. 11 (7).

The administrator shall do the following things to help them to establish the committee:

1. Distribute the notice and such other information as may be prescribed to the members and retired members.
2. Provide such other assistance as may be prescribed. 2010, c. 9, s. 11 (5).

Certification of Hamilton and Lake Erie PAC's – December 2017

In accordance with PBA amendments emerging at the conclusion of the U. S. Steel CCAA, the Pension Advisory Committees for the Hamilton Salaried Plan and the Lake Erie Salaried Plan were officially recertified by a vote of all members of their respective Plan. The vote was conducted in December 2017. The vote was supervised, conducted and certified through the use of an independent third party agreed to by FSCO, Stelco, and the existing Joint (HW & LEW). The result being an overwhelming majority in favor of the creation of two distinct PAC's, in accordance with the PBA: Hamilton Salaried PAC (2 Actives, 4 Retirees) and LEW Salaried PAC (2 Actives, 2 Retirees).

As required, SSPO will work closely with the PAC's on all matters and assist in seeking out replacement PAC members as may be required to fill future vacancies.

Once an advisory committee has been established, the Administrator has the following duties:

1. To meet with the committee as required by the regulations.
2. To provide such assistance to the committee as may be prescribed to help the committee carry out its purposes.
3. To give the committee or its representative such information as is under the administrator's control and is required by the committee or the representative for the purposes of the committee. 2010, c. 9, s. 11 (5).

Annual statement of pension benefits

(1) The administrator of a pension plan shall transmit every 2 years to each member a written statement containing the prescribed information in respect of the pension plan, the member's pension benefits and any ancillary benefits.

Other statements to former members, retired members

(2) When required by the regulations, the administrator of a pension plan shall transmit to each former member and retired member a written statement containing the prescribed information about the pension plan or about his or her pension benefits and any ancillary benefits.

PLAN ADMINISTRATOR

Morneau Shepell

The Superintendent (Financial Services Commission of Ontario) may, in prescribed circumstances, appoint an administrator for a pension plan and may terminate the appointment if the Superintendent considers the termination reasonable in the circumstances. 2010, c. 24, s. 2 (2).

Upon exiting CCAA on June 30, 2017, U. S. Steel Canada (now the new Stelco), was relieved of its position as sponsor and administrator of the Pension Plans. The role of Administrator was temporarily assumed by FSCO until January 1, 2018 when Morneau Shepell was appointed to that role by the Superintendent of FSCO.