

**Resolution of the Board of Directors of
Urban Native Homes Incorporated**

WHEREAS Urban Native Homes Incorporated (“UNH”) is a non-profit social housing provider that provides housing and support services that are responsive and culturally sensitive to the Indigenous community;

AND WHEREAS on April 4, 2016, the City of Hamilton (the “City”), in its capacity as Service Manager under the *Housing Services Act, 2011* (the “Act”) gave notice to UNH and the Minister of Housing that UNH had triggered events under the Act that required the City to exercise its remedies under the Act to stabilize, restore and preserve the housing assets of UNH;

AND WHEREAS the City developed a Management Plan in conjunction with senior staff from UNH and incorporating input from the Minister of Housing and senior members of the local Indigenous community which set out the remedies to be exercised and the roles of each of the City, the Board of Directors and the UNH management;

AND WHEREAS the Management Plan includes, among other things, the following responsibilities of the City, as Service Manager:

1. The Service Manager will lead the negotiations and approval of a Plan to transfer the assets of UNH to Ontario Aboriginal Housing Support Services Corporation (“OAHS”) (the “Transfer Plan”).
2. The Service Manager will regularly provide the Board of Directors with updates on the Transfer Plan, including requests for Board approvals as may be required.
3. The Service Manager will consult with UNH Management, as may be appropriate, to ensure that the details of the Transfer Plan respect the needs of the Indigenous community and that the Transfer Plan is developed such that it aims to minimize any possible impacts to UNH’s existing staff and tenants, subject to normal performance, operational realities or legislative requirements.

AND WHEREAS on April 27, 2016, Council for the City of Hamilton confirmed its approval of the Management Plan and directed City staff to obtain a draft portfolio transfer plan from OAHS to consider the transfer of the housing assets from UNH to OAHS;

AND WHEREAS the City has worked with OAHS to obtain a draft portfolio transfer plan that has been shared with the Board of Directors for UNH;

AND WHEREAS the Board of Directors has had multiple opportunities to provide input into and request additional information regarding the draft portfolio transfer plan, which has been provided by OAHS;

AND WHEREAS both the City and the Board of Directors of UNH consider the transfer of the housing assets of UNH to OAHS to be highly advantageous to the long term preservation of housing assets and support programs and to the strength and capacity of the overall social housing system in Hamilton;

THEREFORE BE IT RESOLVED THAT:

1. The Board of Directors hereby authorizes and approves the negotiation of an agreement of purchase and sale to transfer all of Urban Native Homes Incorporated (UNH) program assets (the Portfolio) with all associated chattels, fixtures and equipment along with associated funding agreements to Ontario Aboriginal Housing Support Services Corporation (OAHS) (collectively the "Transfer") in exchange for the assumption by OAHS of all mortgage liability associated with the projects and individual agreements. For certainty, the Portfolio includes the 52 unit townhouse complex located at 229 Candlewood Drive, Stoney Creek, a 25 unit apartment building located at 42 Mary Street, Hamilton, 156 scattered units within parts of the City and the UNH owned property at 10-20 Kenilworth Avenue North, Hamilton, which includes eight residential units serving single men.
2. The Board of Directors directs UNH management staff to work with OAHS and the Service Manager to facilitate the Transfer by providing any and all available documentation as requested by OAHS and/or the Service Manager in a timely manner.
3. The Board of Directors directs UNH management staff to work with the Service Manager to facilitate the formal request for an exemption from Land Transfer Taxes specific to the transfer of the Portfolio, such exemption to be sought from the Minister of Finance with the concurrence of the Minister of Housing.
4. The Board of Directors authorizes any two Board members to approve and execute any agreement, including the agreement of purchase and sale, and any other documentation required to give effect to these Resolutions and the Transfer.
5. The Board of Directors confirms that these resolutions have been ratified and approved by the Board of Directors and it agrees to deliver a certified copy of

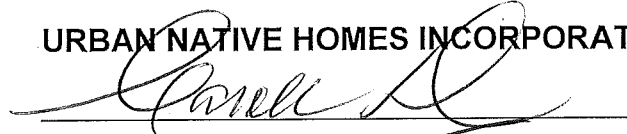
these resolutions to the Service Manager, OAHS, the Minister of Finance and the Minister of Housing, as may be requested.

6. The Board of Directors confirms that these resolutions shall continue in full force and effect until written notice to the contrary is delivered to OAHS, which shall only be provided with the consent of the Service Manager and/or Minister of Housing.

WE HEREBY CERTIFY that the foregoing is a true copy of the Resolutions passed by the Board of Directors of Urban Native Homes Incorporated on the 6 day of November, 2017, which Resolutions were duly enacted in the manner authorized by law and in conformity with the constating documents of UNH and that these Resolutions have not been amended and continue to be in full force and effect.

DATED at Hamilton, this 6 day of November, 2017.

URBAN NATIVE HOMES INCORPORATED



Name: Carol Hill
Title: Chair



Name: ~~KAREN~~ DAVIS
Title: VICE CHAIR

I/We have the authority to bind the Corporation.