



## City of Hamilton

# HAMILTON RENEWABLE POWER INC. SHAREHOLDER

**Meeting #:** 19-001  
**Date:** October 2, 2019  
**Time:** 4:00 p.m.  
**Location:** Council Chambers, Hamilton City Hall  
71 Main Street West

Stephanie Paparella, Legislative Coordinator (905) 546-2424 ext. 3993

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	<b>Pages</b>
<b>1. APPROVAL OF AGENDA</b>	
(Added Items, if applicable, will be noted with *)	
<b>2. DECLARATIONS OF INTEREST</b>	
<b>3. APPROVAL OF MINUTES OF PREVIOUS MEETING</b>	
3.1 December 12, 2018	2
<b>4. DISCUSSION ITEMS</b>	
4.1 REVISED - Hamilton Renewable Power Inc. Board Resolutions, September 16, 2019	5
<b>5. SHAREHOLDER RESOLUTION</b>	
5.1 Special Resolution of the Sole Shareholder of the Corporation – Number of Directors	8
<b>6. ADJOURNMENT</b>	



**City of Hamilton  
HAMILTON RENEWABLE POWER INC. SHAREHOLDER  
ANNUAL GENERAL MEETING  
MINUTES 18-001**

**1:45 p.m.**

**December 12, 2018**

Council Chambers, Hamilton City Hall, 71 Main Street West  
Stephanie Paparella, Legislative Coordinator 905 546-2424 x3993

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**Present:** Mayor F. Eisenberger, Deputy Mayor J. Farr (Chair)  
Councillors M. Wilson, N. Nann, S. Merulla, C. Collins, E. Pauls,  
J.P. Danko, B. Clark, M. Pearson, B. Johnson, L. Ferguson,  
A. VanderBeek, J. Partridge

**Absent  
with Regrets:** Councillor T. Jackson – Medical  
Councillor T. Whitehead – Other City Business

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**THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:**

**1. Operational Update (HRPI 18-001) (City Wide) (Item 5.1)**

**(Merulla/Ferguson)**

That the Report HPRI 18-001, respecting the Operational Update for Hamilton Renewable Power Inc., be received.

**CARRIED**

**2. Hamilton Renewable Power Inc. – Resolutions of the Sole Shareholder (Item 6.1)**

**(Ferguson/Clark)**

WHEREAS, the Council of the City of Hamilton are sitting as representatives of the sole Shareholder (City of Hamilton) for Hamilton Renewable Power Inc. (the “Corporation”); and,

WHEREAS, by Section 203 (1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

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

- (a) That, in accordance with the provisions of the *Business Corporations Act*, R.S.O. 1990, c.B.16 and Section 12.07 of By-law no. 1 of the Corporation, the Shareholder hereby waives any notice requirement for the manner or time of notice required to be given under any provision of any Act, any regulations thereunder, the articles, the by-laws or otherwise and such waiver shall cure any default in the manner or time of such notice, as the case may be;
- (b) That all by-laws, resolutions, contracts, acts, and proceedings of the Board of Directors, Shareholder and Officers of the Corporation enacted, passed, made, done or taken since the last meeting of the Shareholder as the same are set forth or referred to in the minutes of the Corporation or in the financial statements submitted to the Shareholder of the Corporation are hereby approved, ratified, sanctioned and confirmed;
- (c) That the auditors for the Corporation for the 2018 Financial Year shall be same auditors as appointed by the City of Hamilton and said auditors shall continue as auditors for the Corporation until such time as their successors are appointed by a resolution of the Shareholder; and,
- (d) That the President and Secretary of the Corporation are hereby authorized and directed to sign this Resolution of the Shareholder in writing formalizing the items contained herein.

**CARRIED**

**FOR THE INFORMATION:**

**(a) APPROVAL OF THE AGENDA (Item 1)**

The Committee Clerk advised that there were no changes to the agenda.

**(Pearson/VanderBeek)**

That the agenda for the December 12, 2018 Hamilton Renewable Power Inc. Shareholder Annual General Meeting, be approved.

**CARRIED**

**(b) DECLARATIONS OF INTEREST (Item 2)**

There were no declarations of interest.

**(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)****(i) October 20, 2017 (Item 3.1)****(Ferguson/Pearson)**

That the October 20, 2017 Minutes of the Hamilton Renewable Power Inc. Shareholder Annual General Meeting be approved, as presented.

**CARRIED****(d) PRESENTATIONS (Item 5)****(i) Operational Update (HRPI 18-001) (City Wide) (Item 5.1)**

Rom D'Angelo, President – Hamilton Renewable Power Inc., addressed Committee and provided an overview of Report HRPI 18-001, respecting the Hamilton Renewable Power Inc. operational update.

**(Merulla/Ferguson)**

That the presentation regarding Report HPRI 18-001 respecting the Operational Update for Hamilton Renewable Power Inc., be received.

**CARRIED****(e) ADJOURNMENT (Item 7)****(Nann/Pauls)**

That, there being no further business, the Hamilton Renewable Power Inc. Shareholder Annual General Meeting, be adjourned at 2:08 p.m.

**CARRIED**

Respectfully submitted,

Mayor Fred Eisenberger

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Stephanie Paparella  
Legislative Coordinator  
Office of the City Clerk

# REVISED 4.1

**HAMILTON RENEWABLE POWER INC.**  
(the "Corporation")

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CORPORATION

**1. REMOVAL, RESIGNATION AND APPOINTMENT OF OFFICERS**

RESOLVED that the Corporation has approved the termination of the following person, effective as of March 1, 2019:

FRANK GAZZOLA – Vice President

AND BE IT FURTHER RESOLVED that the Corporation has received and accepted the written resignation, attached hereto as Schedule 1, from the following individual, effective immediately:

JANET PILON - Secretary

AND BE IT FURTHER RESOLVED that the following person is appointed to hold the office set opposite her name with all rights and obligations associated therewith, until such time as said person resigns or is replaced by the Board:

ANDREA HOLLAND – Secretary

**2. 2018 AUDITED FINANCIAL STATEMENTS**

RESOLVED that the audited financial statements for the 2018 fiscal year, a copy of which is attached hereto as Schedule 1, be approved.

**3. 2019 BUDGET**

RESOLVED that the 2019 budget, a copy of which is attached hereto as Schedule 2, be approved and adopted.

**4. DECLARATION OF DIVIDEND**

RESOLVED that in accordance with the Dividend Policy, a regular dividend of \$106,970 be declared for 2019 based on 80% of annual net earnings as reported on the 2018 audited financial statements;

AND BE IT FURTHER RESOLVED that the regular dividend be distributed in one payment of \$106,970 to the shareholder;

AND BE IT FURTHER RESOLVED that the dividend payment be made no later than December 1, 2019.

## 5. CONFIRMATORY ACTIONS

RESOLVED that the officers of the Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

BE IT FURTHER RESOLVED that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation.

THE FOREGOING RESOLUTIONS are hereby consented to by all of the directors of the Corporation pursuant to the *Business Corporations Act* (Ontario), R.S.O. 1990, c. B.16, as evidenced by such directors' signatures hereto.

## 6. PROPOSED SOLAR ROOFTOP PV SYSTEMS

That staff be directed to investigate financial options and report back to the Hamilton Renewable Power Inc. Board of Directors with a feasibility study and proposal for Solar Rooftop PV Systems to be funded from the Hamilton Renewable Power Inc. 2019 Operating Budget to an upset limit of \$100,000.

## 7. PROPOSED BUSINESS CASE TO SEQUESTER EMISSIONS ALGAE PRODUCTION STUDY

That staff be directed to develop and assess a feasibility study and business case for consider options for a CO2 capture and algae production facility to be funded from the Hamilton Renewable Power Inc 2019 Operating Budget to an upset limit of \$100,000.

DATED the 16<sup>th</sup> day of September 2019.

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Brenda Johnson

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Terry Whitehead

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John Paul Danko

SCHEDULE 1

**HAMILTON RENEWABLE POWER INC.**  
(the "Corporation")

**RESIGNATION**

I, Janet Pilon, do hereby resign as Secretary of the Corporation effective September 16, 2019.

\_\_\_\_\_  
Janet Pilon

\_\_\_\_\_  
(Witness)

\_\_\_\_\_  
(Witness)

# 5.1

**HAMILTON RENEWABLE POWER INC.**  
(the "Corporation")

SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER OF THE CORPORATION

**WHEREAS** the City of Hamilton is the sole shareholder of the Corporation (the "Sole Shareholder");

**AND WHEREAS** by Section 203 (1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

**AND WHEREAS** the Council of the City of Hamilton are sitting as representatives of the Sole Shareholder (City of Hamilton) for the Corporation;

**AND WHEREAS** the Articles of Incorporation of the Corporation provide that the board of directors shall consist of a minimum of one (1) and a maximum of twenty (20) directors;

**AND WHEREAS** the number of directors of the Corporation has been fixed at six (6) by a special resolution of the Sole Shareholder effective December 14, 2010;

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

1. BE IT RESOLVED that the number of directors of the Corporation is hereby determined to be three (3) until changed in a manner permitted by the *Business Corporations Act*, R.S.O. 1990, c.B.16.

RESOLVED at the City of Hamilton, this 2nd day of October 2019.

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F. Eisenberger  
Mayor

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A. Holland  
City Clerk