



City of Hamilton
HAMILTON RENEWABLE POWER INC. SHAREHOLDER
AGENDA

Meeting #: 23-001
Date: October 23, 2023
Time: 9:30 a.m.
Location: Council Chambers
Hamilton City Hall
71 Main Street West

Angela McRae, Legislative Coordinator (905) 546-2424 ext. 5987

	Pages
1. APPROVAL OF AGENDA	
(Added Items, if applicable, will be noted with *)	
2. DECLARATIONS OF INTEREST	
3. APPROVAL OF MINUTES OF PREVIOUS MEETING	
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4. DISCUSSION ITEMS	
4.1 Hamilton Renewable Power Inc. Board of Directors Report 23-001 - February 24, 2023	11
4.2 Hamilton Renewable Power Inc. Board of Directors Report 23-002 - June 26, 2023	14
5. STAFF PRESENTATIONS	
5.1 Hamilton Renewable Power Inc - 2023 Annual General Meeting	16
6. SHAREHOLDER RESOLUTIONS	

- 6.1 Receive the Consolidated Financial Statements of the Corporation for the year ended December 31, 2022; Receive the 2023 Budget of the Corporation; Receive Board of Directors' Resolutions; and Appointment of the Auditors 30

7. MOTIONS

8. NOTICES OF MOTION

9. PRIVATE AND CONFIDENTIAL

10. ADJOURNMENT



City of Hamilton
HAMILTON RENEWABLE POWER INC. SHAREHOLDER
ANNUAL GENERAL MEETING
MINUTES 22-001
10:30 a.m.
Tuesday, September 13, 2022
Council Chambers, Hamilton City Hall, 2nd Floor
71 Main Street West, Hamilton, ON

Present: Mayor F. Eisenberger, Deputy Mayor R. Powers (Chair)
Councillors J. Farr, N. Nann, T. Jackson, J.P. Danko,
B. Clark, M. Pearson, B. Johnson, L. Ferguson, A. VanderBeek

Absent: Councillors S. Merulla, T. Whitehead – Personal
Councillors M. Wilson, E. Pauls, J. Partridge – Other City Business

THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:

1. Hamilton Renewable Power Inc. Board of Directors Report 22-002, August 30, 2022 (Item 4.1)

(Powers/Farr)

(a) Change to the Acronym for Hamilton Renewable Power Inc. (Item 7.1)

WHEREAS, an acronym is an informal construction, and does not impact on the legal name of Hamilton Renewable Power Inc.

THEREFORE, BE IT RESOLVED:

That the acronym for the Hamilton Renewable Power Inc. be changed to HRP Inc.

(b) Resolutions of the Hamilton Renewable Power Inc. Board of Directors (Item 7.2)

(i) Hamilton Renewable Power Inc. Renewable Natural Gas Development (HRP202201)

(1) That the consultant report identified as “Renewable Energy Options Assessment”, prepared by Jacobs Engineering

Group Inc., dated June 2, 2022, attached as Appendix "A" to Report HRP202201, be received; and,

(2) That Subsection (a)(ii) of Item 2 of the Hamilton Renewable Power Inc. Board of Directors Report 22-002, Resolutions of the Hamilton Renewable Power Inc. Board of Directors respecting Hamilton Renewable Power Inc. Renewable Natural Gas Development (HRP202201), which reads as follows, be REFERRED to the City Manager for appropriate action:

(ii) That staff proceed to advance the concept design and develop both a financial business case, including funding options and an environmental benefit for renewable natural gas (RNG) production, at a cost not to exceed \$100,000 to be drawn from the HRP Inc, 'cash reserve'.

Result: MAIN MOTION, As Amended, CARRIED by a vote of 11 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Absent	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Russ Powers, Deputy Mayor
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

2. Consolidated Financial Statements of the Corporation for the year ended December 31, 2021; 2022 Budget of the Corporation; June 7, 2022 and August 30, 2022 Board of Directors' Resolutions; Removal and Appointment of Non-Voting Directors; Appointment of the Auditors; and, Ratification (Item 5.1)

(Jackson/Nann)

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

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 Shareholder (City of Hamilton) for the Corporation;

NOW THEREFORE the Council of the City of Hamilton, acting in its capacity as representative of the Shareholder (City of Hamilton) of the Corporation;

THEREFORE, BE IT RESOLVED:

(a) Receipt of the Consolidated Financial Statements of the Corporation for the year ended December 31, 2021

That the audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2021, a copy of which is attached hereto as Schedule "A", as approved by the Board of Directors of the Corporation, be received by the Shareholder.

(b) Receive the 2022 Budget of the Corporation

That the 2022 budget of the Corporation, a copy of which is attached hereto as Schedule "B", as approved by the Board of Directors of the Corporation, be received by the Shareholder.

(c) Receive the June 7, 2022 and August 30, 2022 Board of Directors' Resolutions

(i) That the June 7, 2022 Board of Director's Resolution, a copy of which is attached hereto as Schedule "C", be received by the Shareholder; and,

(ii) That the August 30, 2022 Board of Director's Resolution, a copy of which is attached hereto as Schedule "D", be approved by the Shareholder.

(d) Removal and Appointment of Non-Voting Directors

- (a) That Dan McKinnon be removed as Non-Voting Director of the Corporation; and,
- (b) That Carlyle Khan, having consented to act as Non-Voting Director of the Corporation, be hereby appointed as Non-Voting Director of the Corporation commencing on September 28, 2022 and continuing thereafter until their successor is duly appointed.

(e) Appointment of the Auditors**Appointment of KPMG as auditors of the Corporation:**

- Auditor continues until appointed or changed; and
- Board of Directors satisfied with service provided by KPMG as auditors.

That KPMG LLP, Chartered Accountants, be appointed auditors of the Corporation for the fiscal year 2022 at a remuneration to be settled by the President of the Corporation.

(f) Ratification

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 are hereby approved, ratified, sanctioned and confirmed.

Result: Motion CARRIED by a vote of 11 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Absent	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Russ Powers, Deputy Mayor
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson

Yes	-	Ward 13	Councillor Arlene VanderBeek
Absent	-	Ward 14	Councillor Terry Whitehead
Absent	-	Ward 15	Councillor Judi Partridge

FOR INFORMATION:**(a) APPROVAL OF THE AGENDA (Item 1)**

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

(VanderBeek/Ferguson)

That the agenda for the September 13, 2022 Hamilton Renewable Power Inc. Shareholder Annual General Meeting, be approved, as amended.

Result: Motion CARRIED by a vote of 10 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Absent	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Russ Powers, Deputy Mayor
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

(b) DECLARATIONS OF INTEREST (Item 2)

There were no declarations of interest.

(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)**(i) September 13, 2021 (Item 3.1)****(Danko/Ferguson)**

That the September 13, 2021 Minutes of the Hamilton Renewable Power Inc. Shareholder Annual General Meeting, be approved, as presented.

Result: Motion CARRIED by a vote of 10 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Absent	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Absent	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Russ Powers, Deputy Mayor
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

(d) DISCUSSION ITEMS (Item 4)**(i) Hamilton Renewable Power Inc. Board of Directors Report 22-002, August 30, 2022 (Item 4.1)****(Powers/Johnson)**

WHEREAS, Hamilton City Council, who is the ratifying body to the Hamilton Renewable Power Inc. Shareholder, is currently in a Restricted Acts Period, pursuant to Section 275 of the *Ontario Municipal Act* also known as a "Lame Duck Council;

WHEREAS, sub-section (a)(ii) of Item 2 of the Resolutions of the Hamilton Renewable Power Inc. Board of Directors is requesting approval of an amount of up to \$100,000; and,

WHEREAS, at this time, Council is limited to approval of expenditures or incurring any other liability, which does not exceed \$50,000;

THEREFORE, BE IT RESOLVED:

That Subsection (a)(ii) of Item 2 of the Hamilton Renewable Power Inc. Board of Directors Report 22-002, Resolutions of the Hamilton Renewable Power Inc. Board of Directors respecting Hamilton Renewable Power Inc. Renewable Natural Gas Development (HPR202201), which reads as follows, be REFERRED to the City Manager for appropriate action:

2. Resolutions of the Hamilton Renewable Power Inc. Board of Directors (Item 7.2)**(a) Hamilton Renewable Power Inc. Renewable Natural Gas Development (HRP202201)**

- (i) That the consultant report identified as “Renewable Energy Options Assessment”, prepared by Jacobs Engineering Group Inc., dated June 2, 2022, attached as Appendix “A” to Report HRP202201, be received; and
- (ii) ***That staff proceed to advance the concept design and develop both a financial business case, including funding options and an environmental benefit for renewable natural gas (RNG) production, at a cost not to exceed \$100,000 to be drawn from the HRP Inc, ‘cash reserve’.***

Result: Amendment CARRIED by a vote of 11 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Absent	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Russ Powers, Deputy Mayor
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

For further disposition of this matter, please refer to Item 1.

(e) ADJOURNMENT (Item 9)**(VanderBeek/Danko)**

That, there being no further business, the Hamilton Renewable Power Company Inc. Shareholder Annual General Meeting, be adjourned at 10:36 a.m.

Result: Motion CARRIED by a vote of 11 to 0, as follows:

Yes	-	Mayor Fred Eisenberger
Absent	-	Ward 1 Councillor Maureen Wilson
Yes	-	Ward 2 Councillor Jason Farr
Yes	-	Ward 3 Councillor Nrinder Nann
Absent	-	Ward 4 Councillor Sam Merulla
Yes	-	Ward 5 Councillor Russ Powers, Deputy Mayor
Yes	-	Ward 6 Councillor Tom Jackson
Absent	-	Ward 7 Councillor Esther Pauls
Yes	-	Ward 8 Councillor J. P. Danko
Yes	-	Ward 9 Councillor Brad Clark
Yes	-	Ward 10 Councillor Maria Pearson
Yes	-	Ward 11 Councillor Brenda Johnson
Yes	-	Ward 12 Councillor Lloyd Ferguson
Yes	-	Ward 13 Councillor Arlene VanderBeek
Absent	-	Ward 14 Councillor Terry Whitehead
Absent	-	Ward 15 Councillor Judi Partridge

Respectfully submitted,

Mayor Fred Eisenberger
Chair, Hamilton Renewable
Power Inc. Shareholder

Stephanie Paparella
Legislative Coordinator
Office of the City Clerk

HAMILTON RENEWABLE POWER INC.
Board of Directors
Report 23-001
February 24, 2023
Room 264
Hamilton City Hall

Present: **Board of Directors:**
Mayor A. Horwath
Councillors C. Cassar, T. Hwang and M. Tadeson

Officers:
Carlyle Khan, President
Linda Campbell, Vice-President, Operations
Carlyle Khan, Non-Voting Member
Isabela Herman, Accountant
Andrea Holland, Secretary

Absent: Councillor M. Wilson

Also Present: David McKenna, Solicitor
S. Hesmer, Manager, Accounting Services
Tamara Bates, Legislative Coordinator

**THE HAMILTON RENEWABLE POWER INC. BOARD OF DIRECTORS
PRESENTS REPORT 23-001 AND RESPECTFULLY RECOMMENDS:**

- 1. APPOINTMENT OF CHAIR & VICE CHAIR (Item 1)**
 - (a) That C. Cassar be appointed as the of Chair of the Hamilton Renewable Power Inc. Board of Directors for 2022-2026 term; and
 - (b) That M. Tadeson be appointed as the Vice-chair of the Hamilton Renewable Power Inc. Board of Directors for the 2022-2026 term.

- 2. Resolutions of the Hamilton Renewable Power Inc. Board of Directors (Item 7.1)**
 - (a) Appointment of Officer
 - (i) That Carlyle Khan, having consented to act as President of the Corporation, is hereby appointed as President of the Corporation commencing on the date hereof and continuing thereafter until their successor is duly appointed.

(b) Extension of Toromont Maintenance Services Agreement

- (i) WHEREAS the decision to allow the Corporation to execute an amending agreement in order to extend the term of the Maintenance Services Agreement between the Corporation and Toromont Inc. (the "Agreement", attached hereto as Schedule "A") is a business decision to be approved by the Board of Directors by written resolution signed by all the Directors entitled to vote on such resolution at a meeting of the Board of Directors;

THEREFORE BE IT RESOLVED:

That the Directors of the Corporation hereby authorize and direct the President of the Corporation to execute, on behalf of the Corporation, together with all necessary ancillary documents, the Agreement.

(c) Confirmatory Actions

- (i) 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.
- (ii) 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.

FOR INFORMATION:

The meeting was called to order at 3:00 p.m.

(a) CHANGES TO THE AGENDA (Item 2)

The Secretary advised the Board Chair that there were no changes to the agenda.

The Agenda of the February 24, 2023 meeting of the Hamilton Renewable Power Inc. (HRPI) Board of Directors was approved, as presented.

(b) DECLARATIONS OF INTEREST (Item 3)

There were none declared.

(c) ADOPTION OF MINUTES (Item 4)

(i) August 20, 2022 (Item 4.1)

The Minutes of the meeting of the Hamilton Renewable Power Inc. (HRPI) Board of Directors held on August 20, 2022 were approved, as presented.

(d) OPERATIONS UPDATE (Item 5)

There was no Operations Update at this meeting.

(e) STAFF PRESENTATIONS (Item 6)

(i) Hamilton Renewable Power Inc. Board of Directors Overview (Item 6.1)

The Hamilton Renewable Power Inc. Board of Directors Overview was received.

(f) ADJOURNMENT (Item 8)

There being no further business, the meeting adjourned at 3:33 p.m.

Respectfully submitted,

Chair, Councillor C. Cassar
Hamilton Renewable Power Inc.
Board of Directors

Andrea Holland, City Clerk
Secretary to Hamilton Renewable Power Inc.
February 24, 2023

HAMILTON RENEWABLE POWER INC.
(the "Corporation")

RESOLUTION OF THE SOLE SHAREHOLDER OF THE CORPORATION

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

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

1. Receive the Consolidated Financial Statements of the Corporation for the year ended December 31, 2022

BE IT RESOLVED THAT the audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2022, a copy of which is attached hereto, as approved by the Board of Directors of the Corporation, is received by the Shareholder.

2. Receive the 2023 Budget of the Corporation

BE IT RESOLVED THAT the 2023 budget of the Corporation, a copy of which is attached hereto, as approved by the Board of Directors of the Corporation, is received by the Shareholder.

3. Receive Board of Directors' Resolutions

BE IT RESOLVED THAT the February 24, 2023 Board of Directors' Resolution, a copy of which is attached hereto, is received by the Shareholder.

BE IT RESOLVED THAT the June 26, 2023 Board of Directors' Resolution, a copy of which is attached hereto, is received by the Shareholder.

4. Appointment of the Auditors

Appointment of auditors of the Corporation:

- Auditor continues until appointed or changed; and
- Board of Directors satisfied with service provided by KPMG as auditors.

BE IT RESOLVED THAT KPMG LLP, Chartered Accountants, are appointed auditors of the Corporation for the fiscal year 2023, at a remuneration to be settled by the President of the Corporation, unless the President deems it necessary to appoint different auditors.

5. Ratification

BE IT RESOLVED 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 are hereby approved, ratified, sanctioned and confirmed.

THE FOREGOING RESOLUTIONS are hereby consented to by the Shareholder of the Corporation pursuant to the provisions of the *Business Corporation Act* (Ontario).

DATED the 23rd day of October 2023.

CITY OF HAMILTON

Andrea Horwath
Mayor

Janet Pilon
Acting City Clerk



HRP Inc. AGM Meeting

Monday October 23, 2023

2023 Annual General Meeting

Indra Maharjan

Senior Vice President, HRP Inc.

Indra.Maharjan@Hamilton.ca

905-546-2424 Ext. 4617



Agenda

- **Welcome**
- **Introductions & Background**
- **Financial Update 2023**
- **Operational Update**
- **Questions**



Hamilton Renewable Power Inc. Organizational Chart





Background

- The City of Hamilton created Hamilton Renewable Power Inc. in 2005
- Originated with the City's desire to construct, operate and maintain a cogeneration facility; a source of renewable energy

Woodward Wastewater Treatment Plant

- 1.6 MW generator
- Methane gas from the WWTP digesters
- Heat harvested from the engine
- Electricity generation of enough electricity to power approx. 1,300 homes
- Facilities heating
- Cogen operated by HCE Energy and maintained by Toromont Industries Ltd. Energy until December 31, 2025

Glanbrook Landfill

- 2 combustion engines generating 3.2 MW of Energy
- Runs on landfill methane gas
- Horizontal and vertical collectors
- Perimeter header that conveys methane to engines
- Electricity generation of enough electricity to power 2,100 homes
- Cogen operated by Toromont Industries Ltd. Energy until December 31, 2023



HRP Inc. Benefits to the City



As of 2022 , \$3,947,019 million in cumulative shareholder value (Dividends)



The annual net financial benefit is over \$1,000,000 since 2009 except for the last two years

Enough generating capacity to power 3,400 homes



Annual cO₂ emission reductions of approximately 60,000 tonnes (or 12,000 cars)





Financial Update 2023

1. 2023 Budget
2. 2023 Actuals / Full Year Forecast
3. Financial Trends

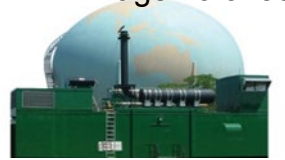


2023 Budget

2023 OPERATING BUDGET

Year Ended December 31

	2023	2022	Change
Revenues	\$ 2,132,430	\$ 2,450,100	\$ (317,670)
Cost of Goods Sold	\$ 561,120	\$ 712,410	\$ (151,290)
Gross Profit	\$ 1,571,310	\$ 1,737,690	\$ (166,380)
Expenses	\$ 2,069,190	\$ 2,045,490	\$ 23,700
PIL Tax	\$ (131,940)	\$ (81,560)	\$ (50,380)
Net Income (Loss)	\$ (365,940)	\$ (226,240)	\$ (139,700)


HRP Inc.

2023 Full Year Forecast

2023 INCOME STATEMENT

Year Ended December 31

	FY Budget	FY Projection	
		Actuals	Variance
Revenues	\$ 2,132,430	\$ 1,780,228	\$ (352,202)
Cost of Goods Sold	\$ 561,120	\$ 456,935	\$ 104,185
Gross Profit	\$ 1,571,310	\$ 1,323,293	\$ (248,017)
Expenses	\$ 2,069,190	\$ 1,952,517	\$ 116,673
Income Before Tax	\$ (497,880)	\$ (629,224)	\$ (131,344)
PIL Tax	\$ (131,940)	\$ (186,073)	\$ 54,133
Net Income (Loss)	\$ (365,940)	\$ (443,151)	\$ (77,211)


HRP Inc.

Financial Trends

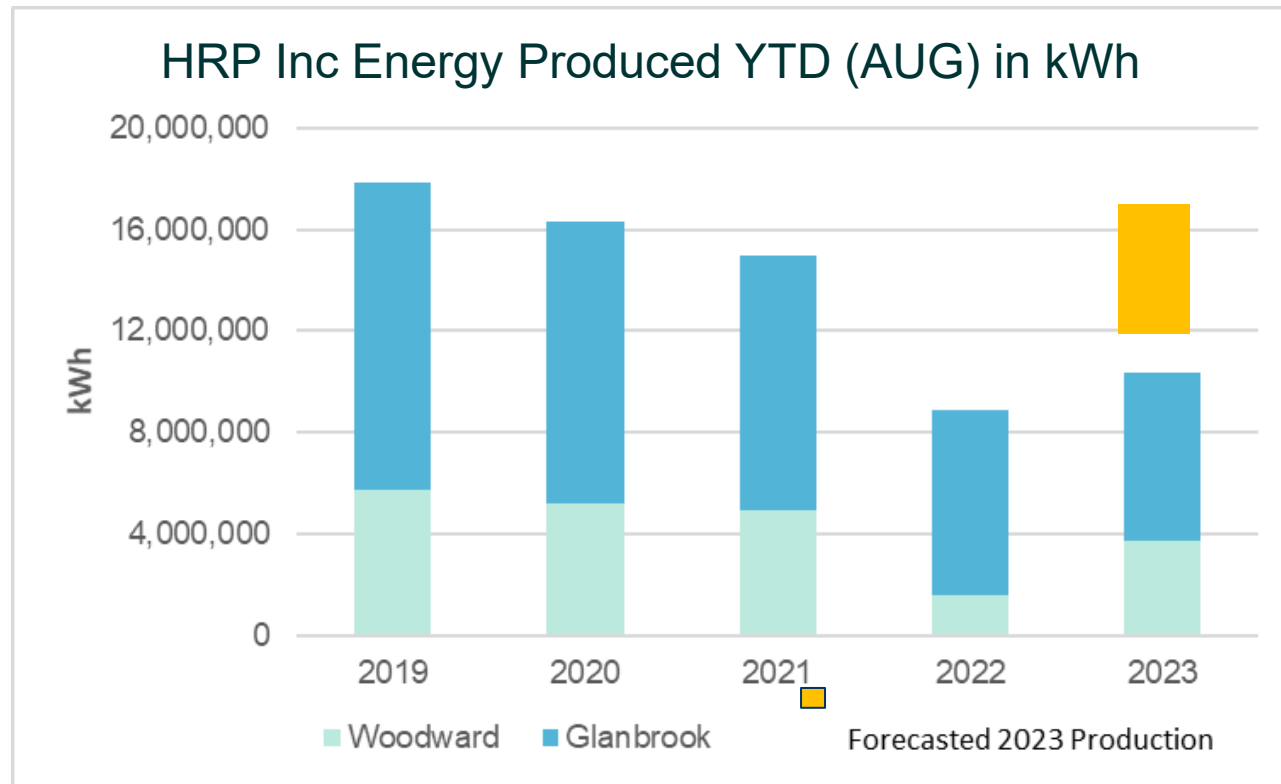
NET EARNINGS / DIVIDEND / CITY NET BENEFIT

Year	Net Income	Dividend	City Net Benefit
2006	\$ (218,363)	\$ -	\$ 11,257
2007	\$ 184,301	\$ -	\$ 591,719
2008	\$ (28,544)	\$ -	\$ 447,373
2009	\$ 834,850	\$ -	\$ 2,000,345
2010	\$ 816,973	\$ 1,257,963	\$ 2,213,378
2011	\$ 635,185	\$ 736,920	\$ 2,033,743
2012	\$ 399,710	\$ 626,642	\$ 1,708,212
2013	\$ 306,585	\$ 306,122	\$ 1,686,137
2014	\$ 279,202	\$ 295,816	\$ 1,633,667
2015	\$ 75,935	\$ 249,150	\$ 1,517,245
2016	\$ 76,892	\$ 60,748	\$ 1,301,246
2017	\$ 128,821	\$ 61,514	\$ 1,210,308
2018	\$ 133,711	\$ 103,057	\$ 1,131,862
2019	\$ 177,646	\$ 106,970	\$ 1,169,466
2020	\$ (66,331)	\$ 142,117	\$ 1,210,916
2021	\$ (264,527)	\$ -	\$ 963,239
2022	\$ (474,989)	\$ -	\$ 734,038
2023 *	\$ (443,151)	\$ -	\$ 729,334
Total	\$ 2,553,906	\$ 3,947,019	\$ 22,293,485

* Forecast

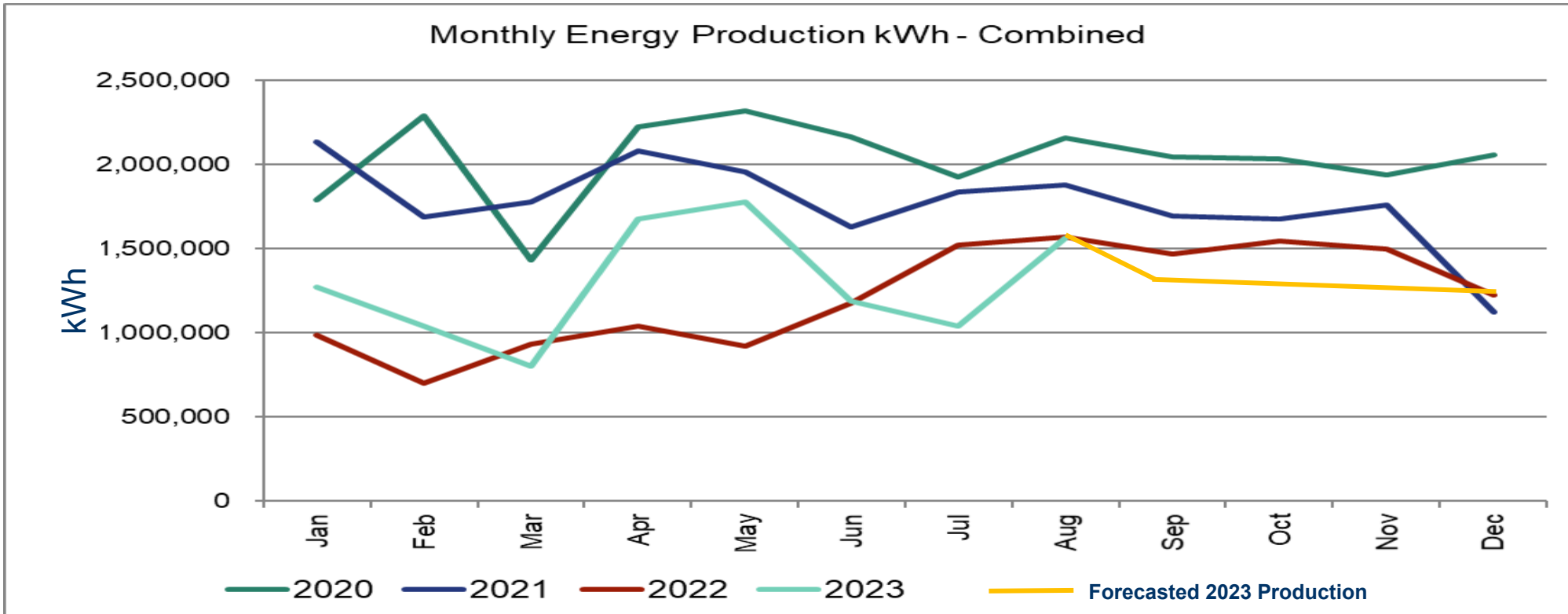


Operational Update





Operational Update





Operational Challenges & Next Steps

Woodward Wastewater Treatment Plant

- Cogeneration Unit: Aging asset, increased downtime in 2023 due to mechanical and electrical repairs
- Operation & Maintenance contract expires December 31, 2025
- Pursue design/ engineering work to convert biogas into renewable natural gas (RNG) in 2024
- Working with Hamilton Water to explore avenues of enhanced biogas production





Operational Challenges & Next Steps

Glanbrook Landfill

- Cogeneration units: Aging asset, frequent repair, low biogas yield, gas wells condition
- Operation & Maintenance contract expires December 31, 2023
- Waste division engaged WSP Canada Inc. to conduct landfill biogas assessment
- Participated in University of Waterloo landfill study project to study biogas potential in the landfill



Questions?



HRP Inc.

HAMILTON RENEWABLE POWER INC.
(the "Corporation")

RESOLUTION OF THE SOLE SHAREHOLDER OF THE CORPORATION

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

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

1. Receive the Consolidated Financial Statements of the Corporation for the year ended December 31, 2022

BE IT RESOLVED THAT the audited Consolidated Financial Statements of the Corporation for the year ended December 31, 2022, a copy of which is attached hereto as Schedule "A", as approved by the Board of Directors of the Corporation, is received by the Shareholder.

2. Receive the 2023 Budget of the Corporation

BE IT RESOLVED THAT the 2023 budget of the Corporation, a copy of which is attached hereto as Schedule "B", as approved by the Board of Directors of the Corporation, is received by the Shareholder.

3. Receive Board of Directors' Resolutions

BE IT RESOLVED THAT the February 24, 2023 Board of Director's Resolution, a copy of which is attached hereto as Schedule "C", is received by the Shareholder.

BE IT RESOLVED THAT the June 26, 2023 Board of Director's Resolution, a copy of which is attached hereto as Schedule "D", is received by the Shareholder.

4. Appointment of the Auditors

Appointment of auditors of the Corporation:

- Auditor continues until appointed or changed; and
- Board of Directors satisfied with service provided by KPMG as auditors.

BE IT RESOLVED THAT KPMG LLP, Chartered Accountants, are appointed auditors of the Corporation for the fiscal year 2023, at a remuneration to be settled by the President of the Corporation, unless the President deems it necessary to appoint different auditors.

5. Ratification

BE IT RESOLVED 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 are hereby approved, ratified, sanctioned and confirmed.

THE FOREGOING RESOLUTIONS are hereby consented to by the Shareholder of the Corporation pursuant to the provisions of the *Business Corporation Act* (Ontario).

DATED the 23rd day of October 2023.

CITY OF HAMILTON

Andrea Horwath
Mayor

Janet Pilon
Acting City Clerk

Financial Statements of

**HAMILTON RENEWABLE
POWER INCORPORATED**

Year ended December 31, 2022



KPMG LLP
Commerce Place
21 King Street West, Suite 700
Hamilton ON L8P 4W7
Canada
Tel 905-523-8200
Fax 905-523-2222

INDEPENDENT AUDITORS' REPORT

To the Shareholder of Hamilton Renewable Power Incorporated

Opinion

We have audited the accompanying financial statements of Hamilton Renewable Power Incorporated (the "Entity"), which comprise:

- the statement of financial position as at December 31, 2022
- the statement of loss and comprehensive loss for the year then ended
- the statement of changes in equity for the year then ended
- the statement of cash flows for the year then ended
- and notes to the financial statements, including a summary of significant accounting policies

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Entity as at December 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "*Auditors' Responsibilities for the Audit of the Financial Statements*" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



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Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards (IFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



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- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditors report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in black ink that reads 'KPMG LLP' with a horizontal line underneath.

Chartered Professional Accountants, Licensed Public Accountants

Hamilton, Ontario

June 26, 2023

HAMILTON RENEWABLE POWER INCORPORATED

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HAMILTON RENEWABLE POWER INCORPORATED

Statement of Financial Position

December 31, 2022, with comparative information for 2021

	2022	2021
Assets		
Current assets:		
Cash	\$ 964,365	\$ 1,156,418
Accounts receivable	132,584	147,122
Due from related party (note 7)	88,406	66,159
HST receivable	22,757	20,479
Payment in lieu of taxes receivable	151,803	111,433
Prepaid expenses	1,725	1,708
	<u>1,361,640</u>	<u>1,503,319</u>
Deposit (note 3)	32,000	32,000
Property, plant and equipment (note 4)	4,095,066	4,541,516
	<u>\$ 5,488,706</u>	<u>\$ 6,076,835</u>

Liabilities and Shareholder's Equity

Current liabilities:		
Accounts payable and accrued liabilities	\$ 133,669	\$ 90,328
Due to related party (note 7)	402,941	512,402
	<u>536,610</u>	<u>602,730</u>
Non-current liabilities:		
Deferred payment in lieu of taxes (note 6)	130,911	177,931
Total liabilities	667,521	780,661
Shareholder's equity:		
Common shares (note 5)	6,000,010	6,000,010
Deficit	(1,178,825)	(703,836)
	<u>4,821,185</u>	<u>5,296,174</u>
Economic dependence (note 8)		
	<u>\$ 5,488,706</u>	<u>\$ 6,076,835</u>

The accompanying notes are an integral part of these financial statements.

On behalf of the Board:

_____ Director

_____ Director

HAMILTON RENEWABLE POWER INCORPORATED

Statement of Loss and Comprehensive Loss

Year ended December 31, 2022, with comparative information for 2021

	2022	2021
Revenue:		
Electricity distribution service charges	\$ 1,489,346	\$ 2,187,000
Thermal energy (note 7)	170,769	241,101
	1,660,115	2,428,101
Cost of goods sold:		
Methane purchases (note 7)	486,083	734,435
Gross profit	1,174,032	1,693,666
Expenses:		
Repairs and maintenance	998,497	1,132,925
Depreciation	446,450	547,955
Professional fees	254,722	266,476
Communication charges	41,199	44,027
Insurance	62,214	46,843
Bank charges and interest	520	679
Miscellaneous	33,344	19,751
	1,836,946	2,058,656
Loss from operating activities	(662,914)	(364,990)
Finance income	16,704	6,558
Loss before recovery in lieu of taxes	(646,210)	(358,432)
Recovery in lieu of taxes (note 6):		
Current	(124,201)	(27,894)
Deferred	(47,020)	(66,011)
	(171,221)	(93,905)
Net loss and comprehensive loss	\$ (474,989)	\$ (264,527)

The accompanying notes are an integral part of these financial statements.

HAMILTON RENEWABLE POWER INCORPORATED

Statement of Changes in Equity

Year ended December 31, 2022, with comparative information for 2021

	Common shares	Deficit	Total
Balance at January 1, 2021	\$ 6,000,010	\$ (439,309)	\$ 5,560,701
Net loss and comprehensive loss	–	(264,527)	(264,527)
Dividends	–	–	–
Balance at December 31, 2021	\$ 6,000,010	\$ (703,836)	\$ 5,296,174
Balance at January 1, 2022	\$ 6,000,010	\$ (703,836)	\$ 5,296,174
Net loss and comprehensive loss	–	(474,989)	(474,989)
Dividends	–	–	–
Balance at December 31, 2022	\$ 6,000,010	\$ (1,178,825)	\$ 4,821,185

The accompanying notes are an integral part of these financial statements.

HAMILTON RENEWABLE POWER INCORPORATED

Statement of Cash Flows

Year ended December 31, 2022, with comparative information for 2021

	2022	2021
Operating activities:		
Net loss and comprehensive loss	\$ (474,989)	\$ (264,527)
Adjustments for:		
Depreciation	446,450	547,955
Recovery in lieu of income taxes expense	(124,201)	(27,894)
Finance income	(16,704)	(6,558)
Deferred payment in lieu of income taxes expense	(47,020)	(66,011)
Accounts receivable	14,538	94,460
HST receivable	(2,278)	166
Prepaid expenses	(17)	(1,498)
Accounts payable and accrued liabilities	43,341	(29,995)
Cash provided by operating activities	(160,880)	246,098
Finance charges received	16,704	6,558
Payments in lieu of income taxes received (paid)	83,831	(144)
Net cash provided by operating activities	(60,345)	252,512
Financing activities:		
Advances from the City of Hamilton	(131,708)	17,700
Net cash provided by (used in) financing activities	(131,708)	17,700
(Decrease) increase in cash	(192,053)	270,212
Cash, beginning of year	1,156,418	886,206
Cash, end of year	\$ 964,365	\$ 1,156,418

The accompanying notes are an integral part of these financial statements.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements

Year ended December 31, 2022

1. Purpose of the organization:

Hamilton Renewable Power Inc. ("the Entity") owns and operates two renewable power generation facilities in Hamilton, Ontario. The Woodward Plant is a 1.6 Megawatt ("MW") cogeneration facility, which is fueled by methane gas provided from the City of Hamilton's wastewater treatment facility. The Glanbrook Plant, is comprised of two 1.6 MW generators (3.2 MW in total) and is fueled by methane gas provided by a landfill gas collection system in the Glanbrook Landfill. Electricity produced by both plants is sold to the Independent Electricity System Operator. Thermal energy produced at Woodward is used by the wastewater treatment facility processes and for space heating.

The address of the Entity's registered office is 71 Main Street West, Hamilton, Ontario, Canada.

2. Significant accounting policies:

a) Basis of presentation:

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements were authorized by the Board of Directors on June 26, 2023.

b) Functional and presentation currency:

These financial statements are presented in Canadian dollars, which is the Entity's functional currency.

c) Revenue recognition:

Electricity distribution and thermal energy service charges

These charges comprise charges to customers for use of the Entity's electricity and thermal distribution systems. The performance obligations are recognized over time using an output method to measure the satisfaction of the performance obligation. The value of the electricity and thermal services transferred to the customer is determined on the basis of cyclical meter readings plus estimated customer usage since the last meter reading date to the end of the year and represents the amount that the Entity has the right to bill.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

2. Significant accounting policies (continued):

d) Expenses:

Expenses are reported on the accrual basis of accounting which recognizes expenses as they are incurred and measurable as a result of a receipt of goods or services and the creation of a legal obligation to pay.

e) Property, plant and equipment and depreciation:

Property, plant and equipment and depreciation are initially recorded at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Entity's management. All property, plant and equipment are subsequently measured using the cost model, cost less accumulated depreciation and impairment losses.

Depreciation is calculated on a straight-line basis over the estimated service life of property, plant and equipment, less its residual value as follows:

Asset	Service life
Building	20 years
Generating equipment	45,000-180,000 hours
Interconnect to Grid	20 years
Pipeline	20 years

Material residual value estimates and estimates of useful life are updated as required, but are reviewed at least annually.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognized in profit or loss.

f) Impairment:

(i) Financial assets measured at amortized cost:

A loss allowance for expected credit losses on financial assets measured at amortized cost is recognized at the reporting date. The loss allowance is measured at an amount equal to the lifetime expected credit losses for the asset.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

2. Significant accounting policies (continued):

f) Impairment (continued):

(ii) Non-financial assets:

The carrying amounts of the Entity's non-financial assets, other than materials and supplies and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

g) Payments in Lieu of Taxes ("PILs"):

The Entity is currently exempt from taxes under the Income Tax Act of Canada ("ITA") and the Ontario Corporations Tax Act ("OCTA"). Pursuant to the Electricity Act, 1998 (Ontario) ("EA"), the Entity is required to compute taxes under the ITA and OCTA and remit such amounts to the Ontario Electricity Financial Corporation ("OEFC").

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year using rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable with respect to previous years.

Deferred tax assets and liabilities is recognized in respect of temporary differences between the tax basis of assets and liabilities and their respective carrying amounts for accounting purposes. A deferred tax asset is recognized to the extent that it is probable that future taxable income will be available against which the temporary difference can be utilized. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

2. Significant accounting policies (continued):

h) Equity and dividend payments:

Share capital represents the nominal value of shares that have been issued. Retained earnings include all current and prior period retained profits. Dividend distributions payable to the shareholder are included in liabilities when the dividends have been approved in a general meeting prior to the reporting date.

All transactions with the shareholder are recorded separately within equity.

i) Financial instruments:

All financial instruments are recognized on the balance sheet when the Entity becomes a party to the contractual provision of the financial instrument and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value. Subsequent measurement of all financial assets and liabilities, except those held-for-trading and available for sale, are measured at amortized cost determined using the effective interest rate method.

All financial assets and financial liabilities are classified as amortized cost. These financial instruments are recognized initially at fair value plus any directly attributable transaction costs. Subsequently, they are measured at amortized cost using the effective interest method less any impairment for the financial assets as described in note 1 (f). The Entity does not enter into derivative instruments.

j) Capital disclosures:

The Entity is not subject to externally imposed capital requirements and there has been no change with respect to the overall capital risk management strategy during the year.

k) Provisions:

A provision is recognized if, as a result of a past event, the Entity has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic resources will be required to settle the obligation.

l) Finance income and finance charges:

Finance income is recognized as it accrues in net income and comprises interest earned on cash and cash equivalents.

Finance charges comprise expenses on the capital loan. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

2. Significant accounting policies (continued):

m) New standards and interpretation not yet adopted:

The following amended standards and interpretations are effective on or after January 1, 2022. The Entity is still assessing the impact of adopting these amendments on its future consolidated financial statements:

(i) Presentation of Financial Statements (Amendments to IAS 1)

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date and clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. The amendments are to be applied retrospectively and are effective for annual reporting periods beginning on or after January 1, 2023.

(ii) Changes in Accounting Estimates and Errors (Amendments to IAS 8)

The amendments to IAS 8 provide guidance to assist entities in distinguishing between accounting policies and accounting estimates. The amendments replace the definition of a change in accounting estimates with the definition of accounting estimates. Under the new definition, accounting estimates are monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error. The amendments are effective for annual periods beginning on or after January 1, 2023 and are to be applied prospectively.

(iii) Income Taxes (Amendments to IAS 12)

The amendments to IAS 12 provide clarifications in accounting for deferred tax on certain transactions such as leases and decommissioning obligations. The amendments clarify that the initial recognition exemption does not apply to transactions such as leases and decommissioning obligations. The amendments are effective for annual periods beginning on or after January 1, 2023 and are to be applied to transactions that occur on or after the beginning of the earliest comparative period presented.

n) Estimation uncertainty:

The preparation of financial statements requires that the Entity's management make assumptions and estimates of effects of uncertain future events on the carrying amounts of the Entity's assets and liabilities at the end of each reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Actual future outcomes could differ from present estimates and assumptions potentially having a material future effect on the Entity's historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Entity's assets and liabilities are accounted for prospectively.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

2. Significant accounting policies (continued):

n) Estimation uncertainty (continued):

Areas requiring the use of assumptions and that have a risk of resulting in adjustments to the carrying amounts of the Entity's assets and liabilities are as follows:

Useful lives of depreciable assets

Management reviews its estimate of useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utility of the asset.

Impairment of property, plant and equipment

Management reviews property, plant and equipment for possible impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable.

3. Deposit:

The balance is made up of a security deposit of \$32,000 (2021 - \$32,000) paid to the Ontario Electricity Financial Corporation ("OEFC"). On December 23, 2004, Hamilton Renewable Power Inc. (then called Hamilton Hydro Energy Inc.) signed a Renewable Power Energy Supply contract with the OEFC, which was subsequently transferred by the OEFC to the Independent Electricity System Operator ("IESO"), for the supply of 1.6 MW of electricity. During 2007, the IESO determined the security required under this contract to be \$32,000.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

4. Property, plant and equipment:

	Building	Generating equipment	Interconnect to grid	Pipeline	Total
<i>Cost or deemed cost</i>					
Balance at January 1, 2021	\$ 498,509	\$ 8,278,911	\$ 2,659,720	\$ 1,528,917	\$ 12,966,057
Additions	—	—	—	—	—
Transfers	—	—	—	—	—
Disposals	—	—	—	—	—
Balance at December 31, 2021	\$ 498,509	\$ 8,278,911	\$ 2,659,720	\$ 1,528,917	\$ 12,966,057
Balance at January 1, 2022	\$ 498,509	\$ 8,278,911	\$ 2,659,720	\$ 1,528,917	\$ 12,966,057
Additions	—	—	—	—	—
Transfers	—	—	—	—	—
Disposals	—	—	—	—	—
Balance at December 31, 2022	\$ 498,509	\$ 8,278,911	\$ 2,659,720	\$ 1,528,917	\$ 12,966,057
<i>Accumulated Depreciation</i>					
Balance at January 1, 2021	\$ 341,417	\$ 4,899,198	\$ 1,647,703	\$ 988,268	\$ 7,876,586
Additions	24,925	313,598	132,986	76,446	547,955
Transfers	—	—	—	—	—
Disposals	—	—	—	—	—
Balance at December 31, 2021	\$ 366,342	\$ 5,212,796	\$ 1,780,689	\$ 1,064,714	\$ 8,424,541
Balance at January 1, 2022	\$ 366,342	\$ 5,212,796	\$ 1,780,689	\$ 1,064,714	\$ 8,424,541
Additions	24,925	212,093	132,986	76,446	446,450
Transfers	—	—	—	—	—
Disposals	—	—	—	—	—
Balance at December 31, 2022	\$ 391,267	\$ 5,424,889	\$ 1,913,675	\$ 1,141,160	\$ 8,870,991
<i>Carrying amount</i>					
December 31, 2021	\$ 132,167	\$ 3,066,115	\$ 879,031	\$ 464,203	\$ 4,541,516
December 31, 2022	\$ 107,242	\$ 2,854,022	\$ 746,045	\$ 387,757	\$ 4,095,066

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

5. Common shares:

The Entity is authorized to issue an unlimited number of common shares. Any invitation to the public to subscribe for shares of the Entity is prohibited.

	2022	2021
Issued:		
600,001 Common shares	\$ 6,000,010	\$ 6,000,010

The Entity did not pay any dividends in the year on common shares (2021 - \$nil).

6. Payments in lieu of income taxes:

The provision for payments in lieu of income taxes ("PILs") recognized in income is as follows:

	2022	2021
Current PILs:		
Current year recovery	\$ (124,201)	\$ (27,894)
Deferred PILs:		
Origination and reversal of temporary differences	(47,020)	(66,011)
	\$ (171,221)	\$ (93,905)

Reconciliation of effective tax rate

The provision for PILs is computed by applying the Entity's combined statutory income tax rate of 26.5% (2021 – 26.5%) to income before payment in lieu of taxes.

Deferred payments in lieu of income tax

Significant component of the Entity's deferred PILs is as follows:

	2022	2021
Deferred PILs liability:		
Property, plant and equipment	\$ 130,911	\$ 177,931

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

7. Related party transactions:

The Entity sold \$170,769 (2021 - \$241,101) of thermal energy to the sole shareholder, the City of Hamilton, and incurred methane purchase costs of \$486,083 (2021 - \$734,435) from the City of Hamilton, which are included in cost of goods sold. These transactions are recorded at fair value.

The Entity paid \$247,955 (2021 - \$228,804) to the City of Hamilton for administrative support.

The Entity paid \$197,770 (2021 - \$155,999) to a corporation under common control for operation charges related to the Woodward co-generation facility.

These transactions are in the normal course of operations and are measured at the exchange amount as agreed upon by the related parties.

Amounts due to and from related party included in current assets \$88,406 (2021 - \$66,159) and current liabilities \$402,941 (2021 - \$512,402) were due to/from the City of Hamilton. These balances have payment terms of net 30, with interest accruing at prime plus 2%.

8. Economic dependence:

The Entity earns thermal energy revenue from the City of Hamilton and electricity generated revenue from the Independent Electricity System Operator based on the terms of two supply contracts that expire in July 2026 and November 2028.

9. Financial instruments:

Fair value

The carrying value of the Entity's financial instruments as at December 31, 2022 approximate fair value.

Financial risk management

The types of financial risk exposure and the way in which such exposure is managed by the Entity are as follows:

Credit risk

The Entity's exposure to credit risk is influenced mainly by the individual characteristics of each customer. 100% of the Entity's revenue is attributable to sales transactions with three customers. The carrying amounts of the Entity's accounts receivable is reduced through the use of an allowance for impairment and the amount of the related impairment loss is recognized in net income. The balance of the allowance for impairment as at December 31, 2022 is \$nil (2021 - \$nil). The Entity's exposure to credit risk and management of this risk has not changed from the previous year. Management believes that the exposure is minimal as all amounts receivable are not past due.

HAMILTON RENEWABLE POWER INCORPORATED

Notes to Financial Statements (continued)

Year ended December 31, 2022

9. Financial instruments (continued):

Liquidity risk

Liquidity risk is the risk that the Entity will be unable to meet its financial obligations as they become due. The Entity manages liquidity risk by ensuring that it has sufficient cash available to meet its obligations. The Entity forecasts cash flows for a period of 12 months to identify financial requirements. These requirements are met through cash flows from operations. Management believes that the Entity's exposure to liquidity risk and management of this risk has not changed from the previous year.

At December 31, 2022, the Entity's current liabilities consisted of accounts payable and accrued liabilities and due to related party. The Entity's cash and cash equivalents together with projected cash flows over the next 12 months is sufficient to pay these current liabilities.

**HAMILTON RENEWABLE POWER INC
2023 BUDGET**

FISCAL PERIOD: JANUARY 1 TO DECEMBER 31, 2023

	2022			2023		
	Approved Budget	Actuals	Variance	Draft Budget	\$ Change	% Change
Revenue						
Electricity Generation	\$ 2,202,450	\$ 1,489,346	\$ (713,104)	\$ 1,833,580	\$ (368,870)	-16.7%
Thermal Energy Sales	\$ 241,090	\$ 170,769	\$ (70,321)	\$ 282,150	\$ 41,060	17.0%
Interest Earned	\$ 6,560	\$ 16,704	\$ 10,144	\$ 16,700	\$ 10,140	154.6%
Total Revenue	\$ 2,450,100	\$ 1,676,820	\$ (773,280)	\$ 2,132,430	\$ (317,670)	-13.0%
Cost of Goods Sold						
Methane Gas	\$ 712,410	\$ 486,083	\$ 226,327	\$ 561,120	\$ (151,290)	-21.2%
Gross Profit	\$ 1,737,690	\$ 1,190,736	\$ (546,954)	\$ 1,571,310	\$ (166,380)	-9.6%
Expenses						
Operations Charge	\$ 396,750	\$ 509,751	\$ (113,001)	\$ 466,480	\$ 69,730	17.6%
Maintenance Contracts	\$ 699,220	\$ 484,709	\$ 214,511	\$ 664,600	\$ (34,620)	-5.0%
Unscheduled Maintenance	\$ 20,040	\$ 4,037	\$ 16,003	\$ 13,400	\$ (6,640)	-33.1%
Dues and Subscriptions	\$ 1,500	\$ 2,400	\$ (900)	\$ 2,400	\$ 900	0.0%
Software/Hardware Expense	\$ 670	\$ 358	\$ 312	\$ -	\$ (670)	0.0%
Communications	\$ 39,840	\$ 41,199	\$ (1,359)	\$ 41,830	\$ 1,990	5.0%
Utilities (Electric)	\$ 13,370	\$ 26,785	\$ (13,415)	\$ 19,920	\$ 6,550	49.0%
Ground Maintenance	\$ 1,760	\$ 1,950	\$ (190)	\$ 1,950	\$ 190	10.8%
Portable Toilet Rental	\$ 2,170	\$ 1,760	\$ 410	\$ 1,760	\$ (410)	-18.9%
Insurance	\$ 62,210	\$ 62,214	\$ (4)	\$ 62,430	\$ 220	0.4%
Professional Fees						
Consulting	\$ 4,400	\$ 3,327	\$ 1,073	\$ -	\$ (4,400)	-100.0%
Legal	\$ 55,860	\$ 55,860	\$ -	\$ 55,860	\$ -	0.0%
Audit	\$ 3,440	\$ 3,440	\$ -	\$ 7,500	\$ 4,060	118.0%
City Staff	\$ 202,280	\$ 192,095	\$ 10,185	\$ 216,540	\$ 14,260	7.0%
Financial Charges						
Bank Service	\$ 680	\$ 520	\$ 160	\$ 520	\$ (160)	-23.5%
Late Payment	\$ -	\$ 92	\$ (92)	\$ -	\$ -	0.0%
RITC	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%
Non Operating Expenses						
Depreciation	\$ 541,300	\$ 446,450	\$ 94,850	\$ 514,000	\$ (27,300)	-5.0%
Loan Interest	\$ -	\$ -	\$ -	\$ -	\$ -	0.0%
Total Expenses	\$ 2,045,490	\$ 1,836,947	\$ 208,543	\$ 2,069,190	\$ 23,700	1.2%
Net Income Before Taxes	\$ (307,800)	\$ (646,211)	\$ (338,411)	\$ (497,880)	\$ (190,080)	61.8%
Current and Deferred PIL Taxes	\$ (81,560)	\$ (171,222)	\$ 89,662	\$ (131,940)	\$ (50,380)	61.8%
Net Income After Taxes	\$ (226,240)	\$ (474,989)	\$ (248,749)	\$ (365,940)	\$ (139,700)	61.7%
Cash Flow						
Net Income After Tax	\$ (226,240)	\$ (474,989)	\$ (248,749)	\$ (365,940)	\$ (139,700)	61.7%
Add: Non-Cash Expenses	\$ 541,300	\$ 446,450	\$ 94,850	\$ 514,000	\$ (27,300)	-5.0%
Less: Loan Principle Payments	\$ -	\$ -	\$ -	\$ -	\$ -	NA
Net Cash Inflow	\$ 315,060	\$ (28,539)	\$ (153,899)	\$ 148,060	\$ (167,000)	-53.0%

Summary of Benefits of HRPI Operations to City of Hamilton

	2022			2023		
	Approved Budget	Actuals	Variance	Draft Budget	\$ Change	% Change
Dividend	* \$ -	\$ -	\$ -	** \$ -	\$ -	0.0%
Methane Gas Purchased	\$ 712,410	\$ 486,083	\$ (226,327)	\$ 561,120	\$ (151,290)	-21.2%
Professional Fees - City staff	\$ 258,140	\$ 247,955	\$ (10,185)	\$ 272,400	\$ 14,260	5.5%
Total Net Benefit to City	\$ 970,550	\$ 734,038	\$ (236,512)	\$ 833,520	\$ (137,030)	-14.1%

Dividend Calculation:

* 2022 budgeted dividend equal \$0 due to reported net loss in 2021

** 2023 budgeted dividend equal \$0 due to reported net loss in 2022

HAMILTON RENEWABLE POWER INC.
(the "Corporation")

RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE CORPORATION

1. APPOINTMENT OF OFFICER

BE IT RESOLVED that Carlyle Khan, having consented to act as President of the Corporation, is hereby appointed as President of the Corporation commencing on the date hereof and continuing thereafter until their successor is duly appointed.

2. EXTENSION OF TOROMONT MAINTENANCE SERVICES AGREEMENT

WHEREAS the decision to allow the Corporation to execute an amending agreement in order to extend the term of the Maintenance Services Agreement between the Corporation and Toromont Inc. (the "Agreement", attached hereto as Schedule "A") is a business decision to be approved by the Board of Directors by written resolution signed by all the Directors entitled to vote on such resolution at a meeting of the Board of Directors;

BE IT RESOLVED that the Directors of the Corporation hereby authorize and direct the President of the Corporation to execute, on behalf of the Corporation, together with all necessary ancillary documents, the Agreement.

3. CONFIRMATORY ACTIONS

BE IT 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.

DATED the 27th day of February, 2023.

Andrea Horwath

Maureen Wilson

Tammy Hwang

Mark Tadeson

Craig Cassar

HAMILTON RENEWABLE POWER INC.
(the "Corporation")

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CORPORATION

1. 2022 AUDITED FINANCIAL STATEMENTS

BE IT RESOLVED that the audited financial statements for the 2022 fiscal year (attached hereto as Schedule "A") be approved.

2. 2023 BUDGET

BE IT RESOLVED that the 2023 budget (attached hereto as Schedule "B") be approved and adopted.

3. APPOINTMENT OF OFFICERS

BE IT RESOLVED that Indra Maharjan, having consented to act as Senior Vice-President of the Corporation, is hereby appointed as Senior Vice-President of the Corporation commencing on June 26, 2023 and continuing thereafter until their successor is duly appointed.

4. CONFIRMATORY ACTIONS

BE IT 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.

DATED the 26th day of June, 2023.

Andrea Horwath

Maureen Wilson

Tammy Hwang

Mark Tadeson

Craig Cassar

