



City of Hamilton
HAMILTON RENEWABLE POWER INCORPORATED
BOARD OF DIRECTORS
AGENDA

Meeting #: 23-003
Date: December 12, 2023
Time: 11:30 a.m.
Location: Council Chambers
Hamilton City Hall
71 Main Street West

1. CALL TO ORDER
2. APPROVAL OF AGENDA
3. DECLARATIONS OF INTEREST
4. ADOPTION OF MINUTES
 - 4.1 June 26, 2023
5. OPERATIONS UPDATE
6. STAFF PRESENTATIONS
7. MOTIONS
 - 7.1 Resolutions of the Hamilton Renewable Power Inc. Board of Directors
8. ADJOURNMENT

HAMILTON RENEWABLE POWER INC.
Board of Directors
Minutes 23-002
June 26, 2023
Council Chambers
Hamilton City Hall

Present:

Board of Directors:

Mayor A. Horwath
Councillors C. Cassar (Chair), T. Hwang, M. Tadeson and
M. Wilson

Officers:

C. Khan, President
I. Maharjan, Senior Vice-President
L. Campbell, Vice-President, Operations
I. Herman, Accountant
J. Pilon, Acting Secretary

Also Present:

David McKenna, Solicitor
S. Hesmer, Manager, Accounting Services
M. Gauthier, Legislative Coordinator
J. Versace, Legislative Assistant

**THE FOLLOWING ITEMS WERE REFERRED TO THE HAMILTON
RENEWABLE POWER INC. SHAREHOLDERS:**

**1. Hamilton Renewable Power Inc. (HRP Inc.) Operating and Financial
Update (Item 5.1)**

(Hwang/Tadeson)

- (a) That the Information Report respecting Hamilton Renewable Power
Inc. (HRP Inc.) Operating and Financial Update, be received; and

Result: Motion CARRIED by a vote of 5 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

(M. Wilson/Hwang)

- (b) That staff be requested to report back by Q1 2024 with the strategy
that will guide Hamilton Renewable Power Incorporated Board of
Directors during the consideration of the future status of Hamilton
Renewable Power Inc.

Result: Motion CARRIED by a vote of 5 to 0, as follows:

Yes - Mayor Andrea Horwath
Yes - Ward 12 Councillor Craig Cassar
Yes - Ward 4 Councillor Tammy Hwang
Yes - Ward 11 Councillor Mark Tadeson
Yes - Ward 1 Councillor Maureen Wilson

2. Hamilton Renewable Power Inc. (HRP Inc.) Resolutions (Item 6.1)

Hamilton Renewable Power Inc. Board of Directors Resolutions;
Hamilton Renewable Power Inc. 2022 Audited Financial Statements; and
Hamilton Renewable Power Inc. 2023 Draft Budget

(Tadeson/Hwang)

(i) 2022 AUDITED FINANCIAL STATEMENTS

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

(ii) 2023 BUDGET

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

(iii) APPOINTMENT OF OFFICERS

(a) 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.

(iv) CONFIRMATORY ACTIONS

(a) 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.

(b) 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.

- (c) 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.

Result: Motion CARRIED by a vote of 5 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

FOR INFORMATION:

The meeting was called to order at 2:30 p.m.

(a) CHANGES TO THE AGENDA (Item 2)

The Secretary advised the Board of the following were changes to the agenda.

5. OPERATIONS UPDATE

- 5.1 Hamilton Renewable Power Inc. (HRP Inc.) Operating and Financial Update - REVISED

6. MOTIONS

- 6.1 Hamilton Renewable Power Inc. (HRP Inc.) Resolutions - REVISED

(Hwang/Tadeson)

That the Agenda of the June 26, 2023 meeting of the Hamilton Renewable Power Inc. (HRPI) Board of Directors be approved, as amended.

Result: Motion CARRIED by a vote of 4 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

(b) DECLARATIONS OF INTEREST (Item 3)

There were no declarations of interest.

(c) **ADOPTION OF MINUTES (Item 4)**

(a) **February 24, 2023 (Item 4.1)**

Councillor M. Wilson noted that she was absent at the February 24, 2023 meeting of the Hamilton Renewable Power Inc. (HRPI) Board of Directors, and requested that the minutes be amended to reflect her absence.

(Hwang/Tadeson)

That the Minutes of the meeting of the Hamilton Renewable Power Inc. (HRPI) Board of Directors held on February 24, 2023 be approved, as amended.

Result: Motion CARRIED by a vote of 4 to 0, as follows:

Absent	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

(d) **OPERATIONS UPDATE (Item 5)**

(i) **Hamilton Renewable Power Inc. (HRP Inc.) Operating and Financial Update (Item 5.1)**

Isabela Herman, HRP Inc. Accountant, addressed the Board respecting the Hamilton Renewable Power Inc. (HRP Inc.) Operating and Financial Update, with aid of a PowerPoint presentation.

(Hwang/Tadeson)

That the presentation respecting the Hamilton Renewable Power Inc. (HRP Inc.) Operating and Financial Update, be received.

Result: Motion CARRIED by a vote of 5 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

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

(e) **ADJOURNMENT (Item 8)**

(Tadeson/Hwang)

There being no further business, the meeting adjourned at 3:38 p.m.

Result: Motion CARRIED by a vote of 5 to 0, as follows:

Yes	-	Mayor Andrea Horwath
Yes	-	Ward 12 Councillor Craig Cassar
Yes	-	Ward 4 Councillor Tammy Hwang
Yes	-	Ward 11 Councillor Mark Tadeson
Yes	-	Ward 1 Councillor Maureen Wilson

Respectfully submitted,

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

Janet Pilon, Acting City Clerk
Acting Secretary to Hamilton Renewable Power Inc.
June 26, 2023

HAMILTON RENEWABLE POWER INC.
(the "Corporation")

RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE CORPORATION

1. EXTENSION OF TOROMONT OPERATIONS AND MAINTENANCE SERVICES AGREEMENT

WHEREAS the decision to allow the Corporation to execute an amending agreement (the "Agreement", attached hereto as Schedule "A") in order to extend the term of the Operations and Maintenance Services Agreement between the Corporation and Toromont Industries Ltd. requires approval by the Board of Directors by written resolution signed by 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, with content satisfactory to the President and in a form satisfactory to the Corporation's solicitor.

2. CONFIRMATORY ACTIONS

BE IT RESOLVED that the officers of the Corporation are, and each acting alone is, hereby authorized and directed to do and perform any and all such acts, including execution of any other agreements, documents, notices, articles and/or 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 12th day of December, 2023.

Andrea Horwath

Maureen Wilson

Tammy Hwang

Mark Tadeson

Craig Cassar