

HAMILTON UTILITIES CORPORATION
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER

APPOINTMENT OF DIRECTORS

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

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 nine (9) by an amended and restated shareholder declaration for the Corporation dated August 31, 2000 ("Amended and Restated Shareholder Declaration");

AND WHEREAS Bob Bratina was a director of the Corporation with such term of appointment expiring on November 30, 2014, and it is the intent of the Sole Shareholder to appoint a successor;

BE IT RESOLVED:

1. That the following person be appointed to be a director of the Corporation effective December 1, 2014 and shall hold office until November 30, 2018 or until their respective successor is elected or appointed subject to the by-laws of the Corporation:

Fred Eisenberger

2. That for the purposes of section 9.1 of the Amended and Restated Shareholder Declaration applicable to the Corporation, the City of Hamilton as the Sole Shareholder approves the change of the name of the subsidiary Hamilton Hydro Services Inc. to HCE Energy Inc.

The foregoing resolutions are, by the signature below of the Sole Shareholder of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the *Business Corporations Act* (Ontario).

Dated as of this _____ day of _____, 2014.

City of Hamilton

Fred Eisenberger
Mayor

Rose Caterini
City Clerk