



**SPECIAL CITY COUNCIL  
HAMILTON RENEWABLE POWER INC. SHAREHOLDER AGM  
MINUTES 16-025**

5:05 p.m.  
Monday, December 5, 2016  
Council Chamber  
Hamilton City Hall  
71 Main Street West

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**Present:** Mayor F. Eisenberger (Chair), Deputy Mayor S. Merulla  
Councillors T. Whitehead, D. Skelly, T. Jackson, C. Collins, M. Green,  
J. Farr, A. Johnson, D. Conley, M. Pearson, B. Johnson, L. Ferguson,  
A. VanderBeek, R. Pasuta, J. Partridge

**Absent with  
Regrets:** Councillor T. Whitehead – Personal

Mayor Eisenberger called the meeting to order.

<b>APPROVAL OF THE AGENDA</b>
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There were no changes to the agenda.

**(Pasuta/VanderBeek)**

That the agenda for the December 5, 2016 meeting of Special Council be approved, as presented.

**CARRIED**

<b>DECLARATIONS OF INTEREST</b>
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There were no declarations of interest.

<b>MOTIONS</b>
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**3.1 Resolution of the Hamilton Renewable Power Inc. Shareholder****(Merulla/Collins)**

WHEREAS, the Council of the City of Hamilton are sitting as representatives of the City of Hamilton, which is the sole Shareholder of Hamilton Renewable Power Inc. (the "Corporation"); and,

WHEREAS, pursuant to Section 203 (1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended from time to time, 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 of the Corporation, RESOLVES AS FOLLOWS:

- (a) That the sole Shareholder hereby waives any notice requirement for the manner or time of notice required to be given under any provision of the *Business Corporations Act*, R.S.O. 1990, c.B.16, as amended from time to time (the "Act"), any regulations thereunder, the articles, the Corporation's By-law no.1 (the "By-Law") or otherwise, in accordance with the provisions of Section 12.07 of the By-Law and the *Act*, and such waiver of any notice requirements 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 and Officers of the Corporation enacted, passed, made, done or taken since the last meeting of the sole Shareholder, as the same are set forth or referred to in the minutes of the Corporation or in the financial statements submitted to the sole Shareholder of the Corporation, are hereby approved, ratified, sanctioned and confirmed;
- (c) That the auditors for the Corporation for the 2016 Financial Year shall be the same auditors as appointed by the sole Shareholder and said auditors shall continue as auditors for the Corporation until such time as their successors are appointed by a resolution of the sole Shareholder;
- (d) That the following person has resigned as a non-voting Director of the Corporation, effective immediately: Gerry Davis;
- (e) That the following person be elected and appointed as a non-voting Director of the Corporation, effective immediately: Dan McKinnon; and,

- (f) That the President and Secretary of the Corporation are hereby authorized and directed to sign this Resolution of the sole Shareholder in writing formalizing the items contained herein.

**CARRIED**

<b>BY-LAWS</b>
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**(Merulla/Collins)**

That Bill No. 16-312 be passed, and that the Corporate Seal be affixed thereto, and that the By-law, be numbered and signed by the Mayor and the City Clerk to read as follows:

**By-law No.**

**312** To Confirm the Proceedings of City Council

**CARRIED**

**(Pearson/Partridge)**

That, there being no further business, City Council be adjourned at 5:07 p.m.

**CARRIED**

Respectfully submitted,

Mayor Fred Eisenberger

Rose Caterini  
City Clerk