

**THE HAMILTON STREET RAILWAY COMPANY**  
(the “**Corporation**”)

**RESOLUTIONS OF THE SOLE SHAREHOLDER**

**WHEREAS** by section 11.9, subsection (1) of the *City of Hamilton Act, 1999*, S.O. 1999, c.14, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

**AND WHEREAS** by subsection (2) of the aforesaid subsection of the said Act, the City of Hamilton is mandated to manage the affairs of the Corporation;

**AND WHEREAS** the City of Hamilton is the sole Shareholder of the Corporation (“**Sole Shareholder**”);

**AND WHEREAS** by way of a resolution of the sole Shareholder dated December 17, 2014, 16 members of Council for the City of Hamilton (“**Council**”) were appointed as directors of the Corporation and their terms of appointment are coterminous with the term of Council;

**AND WHEREAS** a single member of Council resigned in 2015, and said member was removed as a Director, and shall be replaced with a successor elected and appointed by the Corporation;

**AND WHEREAS** an officer of the Corporation rendered his resignation to the Secretary of the Corporation and is replaced by a successor.

**AND WHEREAS** the Corporation is not an offering Corporation within the meaning ascribed to that term in the *Business Corporations Act (Ontario)* (“**OBCA**”);

**NOTICE**

BE IT RESOLVED:

1. That the sole Shareholder hereby waives its right to receive general or special notice of an annual meeting of the Shareholders of the Corporation.

**RESIGNATION OF OFFICERS**

BE IT RESOLVED:

2. That the following person has resigned as Vice President of the Corporation, effective immediately:

Gerry Davis

3. That the following person has resigned as General Manager of the Corporation, effective immediately:

David Dixon

### **APPOINTMENT OF OFFICERS**

BE IT RESOLVED:

4. That the following person be appointed as Vice President of the Corporation, effective immediately:

Dan McKinnon

5. That the following person be appointed as the General Manager of the Corporation, effective immediately:

Debbie Dalle Vedove

### **ELECTION AND APPOINTMENT OF DIRECTOR**

BE IT RESOLVED:

6. That the following person is elected and appointed as a Director of the Corporation, by the Corporation effective October 27, 2016:

Donna Skelly

### **AUDIT EXEMPTION**

BE IT RESOLVED:

7. That the undersigned, being the Sole Shareholder hereby consents, pursuant to section 148 of the OBCA, to the Corporation being exempt from the requirements of Part XII of the OBCA regarding the appointment and duties of an auditor for the financial year of the Corporation ending December 31, 2017.

The foregoing resolutions are, by signature below, the Sole Shareholder of the Corporation entitled to vote on such resolutions, passed as a resolution of the OBCA.

DATED as of this 22nd day of November, 2016.

City of Hamilton

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Fred Eisenberger  
Mayor

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Rose Caterini  
City Clerk