

**HAMILTON UTILITIES CORPORATION****SHAREHOLDER RESOLUTIONS**

The undersigned, being the holder of all of the issued shares of Hamilton Utilities Corporation (the "**Corporation**"), hereby sign the following resolutions pursuant to subsection 104(1) of the Ontario *Business Corporations Act*:

**1. Audited Consolidated Financial Statements for the year ended December 31, 2017**

**RESOLVED THAT** the Audited Consolidated Financial Statements of Hamilton Utilities Corporation for the year ended December 31, 2017, as approved by the Board of Directors of Hamilton Utilities Corporation, are received by the Shareholder.

**2. Appointment of Directors to Hamilton Utilities Corporation**

**RESOLVED that** the Resolutions set forth below be presented to the City of Hamilton for passage as Resolutions of the Shareholder of the Corporation as representing the recommendations of the Directors of the Corporation:

**Number of Directors**

**WHEREAS** the Articles of the Corporation and subsequent special resolutions provide that the Corporation shall have seven Directors: and

**WHEREAS** it is desirable for the Corporation to have six Directors.

**RESOLVED**, as a special resolution, that henceforth the Corporation shall have six Directors.

**RESOLVED THAT**, inasmuch as each of the following persons was heretofore elected as a Director of the Corporation for a three-year term, each such person is confirmed as elected and has consented to continue to serve as a Director of the Corporation, as one of the "Private Directors" of the Corporation, for the period set opposite below and thereafter until the next annual general meeting of the Corporation:

<b>Joseph Rinaldo</b>	<b>one-year term commencing June 30, 2018</b>
<b>Laurie Tugman</b>	<b>one-year term commencing June 30, 2018</b>
<b>Daryl Wilson</b>	<b>one-year term commencing June 30, 2018</b>
<b>Christa Wessel</b>	<b>two-year term commencing June 30, 2018</b>
<b>Lesley Gallinger</b>	<b>two-year term commencing June 30, 2018</b>

**RESOLVED THAT**, inasmuch as the Shareholder of the Corporation has previously directed that the Mayor or the Mayor' designate is to be a Director of the Corporation and the Mayor is presently serving as a Director of the Alectra Utilities Corporation, the Mayor's Designate, Councillor **Maria Pearson**, having heretofore consented to serve as a Director of the Corporation, is confirmed as elected to continue as a Director of the Corporation except and provided that the term shall end upon the earlier of the end of the term of the Mayor as mayor of the city or the end of the term as Councillor for the City; and

These Directors comprise the Hamilton Utilities Corporation Board of Directors, effective June 30, 2018.

**3. Appointment of Directors to Alectra Inc.**

**WHEREAS** under the Unanimous Shareholder Agreement pertaining to Alectra Inc. ("Alectra"), Hamilton Utilities Corporation is entitled and required to nominate two directors to the Alectra Board of Directors, of which one director must be independent.

**RESOLVED THAT**, inasmuch the Council of the City of Hamilton has previously directed that the Mayor is to be a Director of Alectra and the Mayor is presently serving as the Non-Independent Director of Alectra, **the Mayor, Fred Eisenberger**, is confirmed as elected to continue as a Director of Alectra throughout his term as Mayor; and

**RESOLVED THAT, Paul Benson**, having heretofore consented to serve as a Director of Alectra, shall be the nominee of Hamilton Utilities Corporation to serve as the Independent Director of Alectra, for one-year term commencing June 30, 2018 and thereafter until the next annual general meeting of the Corporation;

**4. Appointment of the Auditor**

**RESOLVED THAT** KPMG LLP, Chartered Accountants, the present Auditor of the Corporation, is appointed the Auditor of Hamilton Utilities Corporation for the 2018 fiscal year of the Corporation.

**DATED the 6<sup>th</sup> day of June 2018**

**CITY OF HAMILTON**

Per: \_\_\_\_\_

**Janet Pilon  
Acting City Clerk,  
Shareholder Representative**