

HAMILTON ENTERPRISES HOLDING CORPORATION**SHAREHOLDER RESOLUTIONS**

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

1. Appointment of Directors to Hamilton Enterprises Holding Corporation ("HEHCo")

RESOLVED that the Resolutions set forth below be presented to the City of Hamilton for passage as Resolutions of the Shareholder of the new Corporation, HEHCo:

Number of Directors

WHEREAS the incorporator of the Corporation, who as such is the initial director of the Corporation, has resigned as a director of the Corporation, and it is desirable to accept such resignation.

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

RESOLVED that the resignation of the incorporator of the Corporation as the initial director of the Corporation be accepted effective immediately, and a copy of such resignation be attached to the Minutes of this Meeting.

RESOLVED, as a special resolution, that henceforth HEHCo shall have six Directors.

RESOLVED THAT, the following person(s), having heretofore consented to serve as a Director of the new Corporation, are elected as a Director of HEHCo, for the period set opposite below and thereafter until the next annual general meeting of the Corporation;

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

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 Hamilton Utilities 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 Hamilton Enterprises Holding Corporation, is confirmed as elected 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 Enterprises Holding Corporation Board of Directors, effective June 30, 2018.

2. Appointment of the Auditor

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

DATED the 6th day of June 2018

CITY OF HAMILTON

Per: _____
Janet Pilon
Acting City Clerk,
Shareholder Representative