

Hamilton Enterprises Holding Company ("HEHCo")

Inaugural Annual General Meeting

June 6, 2018

4.1 CONFIRMATION OF BY-LAW No. 1

- The incorporation of a new corporation requires the establishment of a General By-Law which complies with the Ontario Business Corporation Act.
- The General By-Law was enacted by the First Director who has now submitted his resignation.
- The General By-Law must be confirmed by the Shareholder and signed and sealed by the Chair of the Board.

Resolution confirms the By-Law and authorizes of the Chair Board to sign the By-Law which shall be the General By-Law of the Corporation

4.2 Appointment of Directors to HEHCo for 2018

Recommended Slate of Directors - Hamilton Enterprises Holding Corporation:

Private Directors

Joseph Rinaldo

Christa Wessel

Lesley Gallinger

Daryl Wilson

Laurie Tugman

Mayor's Designate

Maria Pearson

4.3 Hamilton Enterprises Holding Corporation (HEHCo) Shareholder Declaration

- Creation of HEHCo requires a Shareholder Declaration:
 - ALECTRA MERGER
 - HUC REORGANIZATION APPROVED ON JUNE 8, 2017
 - POTENTIAL LIABILITY CREATED WITH A CHANGE IN TAX STATUS
 - LIMITS TAX LIABILITY
- City Staff prepared the Declaration in consultation with HUC

Board Resolution

- **Recommends to the shareholder the approval of the HEHCo Shareholder Direction and Unanimous Shareholder Declaration**

Conclusion of Hamilton Enterprises Corporation
("HEHCo")
Inaugural Annual General Meeting