

**HAMILTON UTILITIES CORPORATION**  
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER

**APPOINTMENT OF DIRECTORS**

**WHEREAS** the City of Hamilton is the sole shareholder of the Corporation ("Sole Shareholder");

**AND WHEREAS** the Articles of Incorporation of the Corporation provide that the board of directors shall consist of a minimum of one (1) and a maximum of twenty (20) directors;

**AND WHEREAS** the number of directors of the Corporation has been fixed at nine (9) by an amended and restated shareholder declaration for the Corporation dated August 31, 2000 ("Amended and Restated Shareholder Declaration");

**AND WHEREAS** Maria Pearson was a director of the Corporation with such term of appointment expiring on November 30, 2018, and it is the intent of the Sole Shareholder to appoint their successor;

**AND WHEREAS** it is the intent of the Sole Shareholder to ratify the fourth year of appointment of each director that held office until November 30, 2018 pursuant to the *Business Corporations Act* (Ontario).

**BE IT RESOLVED:**

1. That the following person be appointed to be a director of the Corporation effective December 3, 2018 and shall hold office until November 30, 2019 or until their respective successor is elected or appointed subject to the by-laws of the Corporation:

Sam Merulla

2. That the fourth year of appointment of each director that held office until November 30, 2018 is hereby ratified.

The foregoing resolutions are, by the signature below of the Sole Shareholder of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the *Business Corporations Act* (Ontario).

Dated as of this 19th day of December 2018.

City of Hamilton

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Fred Eisenberger  
Mayor

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Janet Pilon  
Acting City Clerk