

**HAMILTON RENEWABLE POWER INC.**  
(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 six (6) by a special resolution of the Sole Shareholder effective December 14, 2010;

**AND WHEREAS** Fred Eisenberger, Matthew Green, Maria Pearson, Brenda Johnson and Lloyd Ferguson were directors of the Corporation with such terms of appointment expiring on November 30, 2018, and it is the intent of the Sole Shareholder to appoint their successors;

**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 persons be appointed as directors of the Corporation effective December 4, 2018 and shall hold office until November 30, 2019 or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

- (1) Brenda Johnson
- (2) Terry Whitehead
- (3) John-Paul Danko
- (4)
- (5)
- (6)

2. That the following person be appointed as a director of the Corporation with all rights and obligations associated therewith, but shall not be entitled to a vote on the board of directors:

- (1) Dan McKinnon

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

The foregoing resolutions are, by 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