

**THE HAMILTON STREET RAILWAY COMPANY**

**RESOLUTIONS OF THE SHAREHOLDER**

**WHEREAS** City of Hamilton is the sole and beneficial Shareholder of the Hamilton Street Railway Company (the “**Corporation**”);

**AND WHEREAS** City of Hamilton is authorized to hold shares in the Corporation and to exercise the rights attributed thereto, pursuant to Subsection 11.9(1) of the *City of Hamilton Act*, 1999, S.O. 1999, c.14, Sched. C (“**Act**”), but the Corporation is not an Offering Corporation within the meaning ascribed to that term in the *Business Corporations Act*, R.S.O. 1990, c. B.16 (“**OBCA**”);

**AND WHEREAS** City of Hamilton has a duty to manage the affairs of the Corporation, pursuant to Subsection 11.9(2) of the Act;

**AND WHEREAS** the Council of the City of Hamilton are sitting as representatives of the Shareholder (City of Hamilton) for the Corporation;

**NOW THEREFORE** the Council of the City of Hamilton, acting in its capacity as representative of the Shareholder (City of Hamilton) of the Corporation, RESOLVES AS FOLLOWS:

**NOTICE REQUIREMENT**

1. That, in accordance with the provisions of the OBCA, the Shareholder hereby waives any notice requirement for the manner or time of notice required to be given under any provision of any Act, any regulations thereunder, the articles, the by-laws or otherwise and such waiver shall cure any default in the manner or time of such notice, as the case may be.

**APPOINTMENT OF OFFICERS**

2. That the following persons were appointed to the following positions as officers of the Corporation effective November 22, 2016 and shall continue to hold office until November 30, 2019 or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

Vice-President, Dan McKinnon  
General Manager, Debbie Dalle Vedove

3. That any Officer of the Corporation be hereby authorized and directed to do all acts and things necessary or desirable to give full effect to the foregoing resolutions.
4. That, in accordance with the provisions of the OBCA, the Shareholder hereby consents, to the Corporation being exempt from the requirements of Part XII of the OBCA regarding the appointment and duties of an auditor for the financial year of the Corporation ending December 31, 2016.

The foregoing resolutions are passed as a resolution of the OBCA, by signature below of the Sole Shareholder of the Corporation who is entitled to vote on such resolutions at an annual and special meeting of the Sole Shareholder.

DATED as of this \_\_\_\_ day of July, 2019.

City of Hamilton

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Fred Eisenberger  
President

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Janet Pilon  
Acting City Clerk