

HAMILTON RENEWABLE POWER INC.
(the "Corporation")

SPECIAL RESOLUTION OF THE SOLE SHAREHOLDER OF THE CORPORATION

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

AND WHEREAS by Section 203 (1) of the *Municipal Act, 2001*, S.O. 2001, c. 25, as amended, the City of Hamilton is authorized to hold the shares in the Corporation and to exercise the rights attributed thereto;

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

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;

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

1. BE IT RESOLVED that the number of directors of the Corporation is hereby determined to be three (3) until changed in a manner permitted by the *Business Corporations Act*, R.S.O. 1990, c.B.16.

RESOLVED at the City of Hamilton, this 2nd day of October 2019.

F. Eisenberger
Mayor

A. Holland
City Clerk