

THE HAMILTON STREET RAILWAY COMPANY
(the "Corporation")

RESOLUTIONS OF THE SOLE SHAREHOLDER OF THE CORPORATION

WHEREAS City of Hamilton is the sole and beneficial Shareholder of 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:

1. 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, 2019.
2. 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.

THE FOREGOING RESOLUTIONS are hereby consented to by the sole shareholder of the Corporation pursuant to the provision of the OBCA.

DATED the 14th day of September 2020.

CITY OF HAMILTON

Fred Eisenberger
President

Andrea Holland
City Clerk