



**City of Hamilton**  
**HAMILTON RENEWABLE POWER INC. SHAREHOLDER**  
**MINUTES 19-001**

**4:15 p.m.**

**October 2, 2019**

Council Chambers, Hamilton City Hall, 71 Main Street West  
Stephanie Paparella, Legislative Coordinator 905 546-2424 x3993

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**Present:** Mayor F. Eisenberger, Deputy Mayor T. Whitehead (Chair)  
Councillors M. Wilson, J. Farr, N. Nann, S. Merulla, C. Collins,  
T. Jackson, E. Pauls, J. P. Danko, B. Clark, M. Pearson,  
B. Johnson, L. Ferguson

**Absent**

**with Regrets:** Councillor J. Partridge – Personal  
Councillor A. VanderBeek – Other City Business

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**THE FOLLOWING ITEMS WERE REFERRED TO COUNCIL FOR CONSIDERATION:**

**1. Hamilton Renewable Power Inc. Board Resolutions, September 16, 2019**

**(Johnson/Danko)**

**(a) Removal, Resignation and Appointment of Officers**

- (i) That the Corporation has approved the termination of the following person, effective as of March 1, 2019:

FRANK GAZZOLA – Vice President

- (ii) That the Corporation has received and accepted the written resignation, attached hereto as Schedule 1, from the following individual, effective immediately:

JANET PILON - Secretary

- (iii) That the following person is appointed to hold the office set opposite her name with all rights and obligations associated therewith, until such time as said person resigns or is replaced by the Board:

ANDREA HOLLAND – Secretary

**(b) 2018 Audited Financial Statements**

That the audited financial statements for the 2018 fiscal year, a copy of which is attached hereto as Schedule 1, be approved.

**(c) 2019 Budget**

That the 2019 budget, a copy of which is attached hereto as Schedule 2, be approved and adopted.

**(d) Declaration of Dividend**

- (i) That in accordance with the Dividend Policy, a regular dividend of \$106,970 be declared for 2019 based on 80% of annual net earnings as reported on the 2018 audited financial statements;
- (ii) That the regular dividend be distributed in one payment of \$106,970 to the shareholder; and,
- (iii) That the dividend payment be made no later than December 1, 2019.

**(e) Confirmatory Actions**

- (a) That the officers of the Corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions;
- (b) That any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of the Corporation;

**(f) Proposed Solar Rooftop PV Systems**

That staff be directed to investigate financial options and report back to the Hamilton Renewable Power Inc. Board of Directors with a feasibility study and proposal for Solar Rooftop PV Systems to be funded from the Hamilton Renewable Power Inc. 2019 Operating Budget to an upset limit of \$100,000.

**(g) Proposed Business Case to Sequester an Emissions Algae Production Study**

That staff be directed to develop and assess a feasibility study and business case for consider options for a CO2 capture and algae production facility to be funded from the Hamilton Renewable Power Inc 2019 Operating Budget to an upset limit of \$100,000.

**Result: Motion CARRIED by a vote of 13 to 0, as follows:**

YES - Ward 1 Councillor Maureen Wilson  
YES - Ward 2 Councillor Jason Farr  
YES - Ward 2 Councillor Nrinder Nann  
YES - Ward 4 Councillor Sam Merulla  
YES - Ward 5 Councillor Chad Collins  
YES - Ward 6 Councillor Tom Jackson  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 8 Councillor John-Paul Danko  
YES - Mayor Fred Eisenberger  
NOT PRESENT - Ward 15 Councillor Judi Partridge  
YES - Ward 14 Councillor Terry Whitehead  
NOT PRESENT - Ward 13 Councillor Arlene VanderBeek  
YES - Ward 12 Councillor Lloyd Ferguson  
YES - Ward 11 Councillor Brenda Johnson  
NOT PRESENT - Ward 10 Councillor Maria Pearson  
YES - Ward 9 Councillor Brad Clark

**2. Special Resolution of the Sole Shareholder of Corporation – Number of Directors (Item 5.1)**

**(Johnson/Whitehead)**

WHEREAS, the City of Hamilton is the sole shareholder of the Corporation (the “Sole Shareholder”);

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;

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

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;

THEREFORE, BE IT RESOLVED:

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

**Result: Motion CARRIED by a vote of 13 to 0, as follows:**

YES - Ward 1 Councillor Maureen Wilson

YES - Ward 2 Councillor Jason Farr

YES - Ward 2 Councillor Nrinder Nann

YES - Ward 4 Councillor Sam Merulla

YES - Ward 5 Councillor Chad Collins

YES - Ward 6 Councillor Tom Jackson

YES - Ward 7 Councillor Esther Pauls

YES - Ward 8 Councillor John-Paul Danko

YES - Mayor Fred Eisenberger

NOT PRESENT - Ward 15 Councillor Judi Partridge

YES - Ward 14 Councillor Terry Whitehead

NOT PRESENT - Ward 13 Councillor Arlene VanderBeek

YES - Ward 12 Councillor Lloyd Ferguson

YES - Ward 11 Councillor Brenda Johnson

NOT PRESENT - Ward 10 Councillor Maria Pearson

YES - Ward 9 Councillor Brad Clark

**FOR THE INFORMATION:**

**(a) APPROVAL OF THE AGENDA (Item 1)**

The Committee Clerk advised of the following change to the agenda:

**4.1 Hamilton Renewable Power Inc. Board Resolutions, September 16, 2019**

The HRPI Board Resolutions were missing two items (Sections 6 - Proposed Solar Rooftop PV Systems; and, 7 - Proposed Business Case to Sequester an Emissions Algae Production Study); therefore, a REVISED copy is before you for consideration.

**(Johnson/Pearson)**

That the agenda for the October 2, 2019 Hamilton Renewable Power Inc. Shareholder Annual General Meeting be approved, as amended.

**Result: Motion CARRIED by a vote of 12 to 0, as follows:**

YES - Ward 1 Councillor Maureen Wilson  
YES - Ward 2 Councillor Jason Farr  
YES - Ward 2 Councillor Nrinder Nann  
YES - Ward 4 Councillor Sam Merulla  
YES - Ward 5 Councillor Chad Collins  
YES - Ward 6 Councillor Tom Jackson  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 8 Councillor John-Paul Danko  
YES - Mayor Fred Eisenberger  
NOT PRESENT - Ward 15 Councillor Judi Partridge  
NOT PRESENT - Ward 14 Councillor Terry Whitehead  
NOT PRESENT - Ward 13 Councillor Arlene VanderBeek  
YES - Ward 12 Councillor Lloyd Ferguson  
YES - Ward 11 Councillor Brenda Johnson  
NOT PRESENT - Ward 10 Councillor Maria Pearson  
YES - Ward 9 Councillor Brad Clark

**(b) DECLARATIONS OF INTEREST (Item 2)**

There were no declarations of interest.

**(c) APPROVAL OF MINUTES OF PREVIOUS MEETING (Item 3)**

**(i) December 12, 2018 (Item 3.1)**

**(Johnson/Clark)**

That the December 12, 2018 Minutes of the Hamilton Renewable Power Inc. Shareholder Annual General Meeting be approved, as presented.

**Result: Motion CARRIED by a vote of 12 to 0, as follows:**

YES - Ward 1 Councillor Maureen Wilson  
YES - Ward 2 Councillor Jason Farr  
YES - Ward 2 Councillor Nrinder Nann  
YES - Ward 4 Councillor Sam Merulla  
YES - Ward 5 Councillor Chad Collins  
YES - Ward 6 Councillor Tom Jackson  
YES - Ward 7 Councillor Esther Pauls  
YES - Ward 8 Councillor John-Paul Danko  
YES - Mayor Fred Eisenberger  
NOT PRESENT - Ward 15 Councillor Judi Partridge  
NOT PRESENT - Ward 14 Councillor Terry Whitehead  
NOT PRESENT - Ward 13 Councillor Arlene VanderBeek  
YES - Ward 12 Councillor Lloyd Ferguson  
YES - Ward 11 Councillor Brenda Johnson  
NOT PRESENT - Ward 10 Councillor Maria Pearson  
YES - Ward 9 Councillor Brad Clark

**(e) ADJOURNMENT (Item 6)**

**(Whitehead/Pauls)**

That, there being no further business, the Hamilton Renewable Power Inc. Shareholder Annual General Meeting, be adjourned at 4:20 p.m.

**CARRIED**

Respectfully submitted,

Mayor Fred Eisenberger  
Chair, HRPI Shareholder

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Stephanie Paparella  
Legislative Coordinator  
Office of the City Clerk