

**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, 2020.

**2. NOTICE REQUIREMENT**

In accordance with the provisions of the *Business Corporations Act*, R.S.O. 1990, c.B.16, 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.

**3. APPROVAL OF MINUTES**

RESOLVED that the following Minutes of the Hamilton Street Railway Company Shareholder, be approved:

September 14, 2020

**4. CONFIRMATORY ACTIONS**

RESOLVED 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.

BE IT FURTHER RESOLVED 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.

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

**DATED** the 13th day of September 2021.

CITY OF HAMILTON

---

Fred Eisenberger  
President

---

Andrea Holland  
Secretary