

**HAMILTON FARMERS' MARKET CORPORATION**  
(the "Corporation")

**RESOLUTION OF THE SOLE VOTING MEMBER OF THE CORPORATION**

**WHEREAS** the Corporation is a corporation without share capital to which the *Corporations Act*, R.S.O. 1990, c.38 (the "Act") applies;

**AND WHEREAS** by the Corporation's Letters Patent, the City of Hamilton is the sole voting member of the Corporation ("Sole Voting Member");

**AND WHEREAS** by section 5 of the Corporation's By-Law No.1, the Board of Directors shall consist of a minimum of seven (7) and a maximum of thirteen (13) or such other number of Directors as may be determined from time to time by the Sole Voting Member;

**AND WHEREAS** by section 15 of the Corporation's By-Law No.1, the City of Hamilton, as the sole voting member, is authorized to or may require the Directors of the Corporation to appoint an auditor;

**1. NOTICE**

BE IT RESOLVED:

That the Sole Voting Member hereby waives its right to receive general or special notice of an annual meeting of the members of the Corporation.

**2. MINUTES OF PREVIOUS MEETING**

BE IT RESOLVED:

That the minutes of the meeting held January 25, 2021, be approved.

**3. DIRECTORS**

BE IT RESOLVED:

That the following persons are affirmed or appointed as Directors of the Corporation and shall hold office until the date specified below, unless further extended as permitted by the by-laws of the Corporation or until their respective successors are elected or appointed subject to the by-laws of the Corporation:

- |   |                   |
|---|-------------------|
| • Councillor Esther Pauls – Council Member    | November 15, 2022 |
| • Anne Miller – Vendor Member-Second Term     | August 11, 2023   |
| • Wilfred Arndt – Citizen Member-Third Term   | December 14, 2022 |
| • Elly Bowen – Citizen Member-Third Term      | December 14, 2022 |
| • Damian Wills – Citizen Member-First term    | March 29, 2023    |
| • Joshua Czerniga – Citizen Member-First Term | March 29, 2023    |
| • Eva Marie Olsen – Citizen Member-First Term | March 29, 2023    |

DIRECTOR NOMINEES - Appointments to be approved:

- Jason Hofing – Vendor Director Nominee- First Term September 13, 2023
- Celina Masoudi – Vendor Director Nominee-First Term September 13, 2023
- Brandon Linares –Vendor Director Nominee-First Term September 13, 2023

EX OFFICIO MEMBERS

- Bill Slowka – Market Manager

**4. FINANCIAL STATEMENTS AND AUDITOR’S REPORT**

BE IT RESOLVED:

That the financial statements of the Corporation for the fiscal year ended December 31, 2020 together with the auditor’s report as prepared by KPMG LLP, attached hereto as Schedule “A”, be and the same are hereby received and approved.

**5. AUDIT APPOINTMENT**

BE IT RESOLVED:

That the undersigned, being the Sole Voting Member, hereby authorizes the Directors of the Corporation to appoint an auditor of the Corporation to hold office until the next following annual meeting at such remuneration as may be fixed by the Directors and the Directors are hereby authorized to fix such remuneration.

The foregoing resolutions are, by signature below of the Sole Voting Member of the Corporation entitled to vote on such resolutions, passed as resolutions of the Corporation pursuant to the Act.

Dated as of this 13<sup>th</sup> day of September 2021.

CITY OF HAMILTON

Per: \_\_\_\_\_  
F. Eisenberger  
Mayor

Per: \_\_\_\_\_  
A. Holland  
Secretary